

**AMENDED AND RESTATED BYLAWS  
OF  
SOCIETY FOR PEDIATRIC ANESTHESIA**

(An Illinois Nonprofit Corporation)

*Adopted October 20, 2016*

**ARTICLE I -NAME**

Section 1.1. **Name.** The name of this corporation is Society for Pediatric Anesthesia (hereinafter called "SPA"), a nonprofit corporation incorporated under the Illinois General Not For Profit Corporation Act.

**ARTICLE II -MISSION STATEMENT**

The purpose of SPA is to continually advance the safety and quality of anesthetic care, perioperative management, and alleviation of pain in children. This shall be accomplished by (1) assembling within SPA anesthesiologists and other persons who practice and/or have a strong interest in pediatric anesthesia; (2) advancing the study of pediatric anesthesia and contributing to its growth and influence; (3) encouraging research and scientific progress in pediatric anesthesia; (4) serving as a forum for discussion of issues of importance to pediatric anesthesia; and (5) supporting the goals of the American Society of Anesthesiologists and the American Academy of Pediatrics in so far as they align with the goals of SPA.

**ARTICLE III -OFFICES**

Section 3.1. **Business Office.** SPA may have such business offices, either within or without the State of Illinois, as the Board of Directors may determine from time to time.

Section 3.2. **Registered Agent and Registered Office.** SPA shall have and continuously maintain a registered office in the State of Illinois, and a registered agent whose office is identical with such registered office, as required by the Illinois General Not for Profit Corporation Act. SPA shall also qualify to conduct business and appoint additional registered agents in such other jurisdictions as may be required by law. The address of any registered office and the name of any registered agent may be changed from time to time by the Board of Directors.

**ARTICLE IV -CLASSES OF MEMBERS**

Section 4.1. **Members.** SPA shall have members and such members shall be divided into the following classes of membership: Active Members, Resident/Fellow Members, Affiliate

Members, Honorary Members, International Members, and Retired Members. The Board reserves the right to reject any membership application that it deems not in keeping with the mission and values of SPA. The criteria for membership in each such class of membership are set forth below:

(a) **Active Members.** The Active Member class shall be comprised of those physicians practicing in the United States or Canada who have an interest in pediatric anesthesia, are eligible to be members of the American Society of Anesthesiologists (“ASA”), have satisfactorily completed the membership application process described in Section 4.2 of these Bylaws, and whose names are shown as Active Members on the membership records of SPA. Each Active Member shall be entitled to one vote on each matter submitted to the membership of SPA for a vote.

(b) **Resident/Fellow Members.** The Resident/Fellow Member class shall be comprised of those physicians who are in an approved residency training program, or are performing post-residency fellowship training, in the area of pediatric anesthesia, have satisfactorily completed the membership application process described in Section 4.2 of these Bylaws, and whose names are shown as Resident/Fellow Members on the membership records of SPA. No person may hold membership in SPA as a Resident/Fellow Member for more than a maximum of six (6) years. Resident/Fellow Members shall not be entitled to vote on any matters submitted to the membership of SPA for a vote.

(c) **Affiliate Members.** The Affiliate Member class shall be comprised of those physicians who are ineligible to be members of ASA and persons who are not physicians who in each case have an interest in pediatric anesthesia, have satisfactorily completed the membership application process described in Section 4.2 of these Bylaws, and whose names are shown as Affiliate Members on the membership records of SPA. Affiliate Membership requires specific Board approval. Affiliate Members shall not be entitled to vote on any matters submitted to the membership of SPA for a vote.

(d) **Honorary Members.** The Board of Directors may award Honorary membership to any individual who has, in the opinion of the Board of Directors, made outstanding contributions to the field of pediatric anesthesiology. Honorary Members shall not be entitled to vote on any matters submitted to the membership of SPA for a vote.

(e) **International Members.** The International Member class shall be comprised of those physicians practicing outside of the United States and Canada who have an interest in pediatric anesthesia, are eligible to be members of ASA, have satisfactorily completed the membership application process described in Section 4.2 of these Bylaws, and whose names are shown as International Members on the membership records of SPA. Each International Member shall be entitled to one vote on each matter submitted

to the membership of SPA for a vote.

(f) **Retired Members.** The Retired Member class shall be comprised of individuals who, as of the date of the request for the change in status of their membership (as described below), have been Active Members, International Members, or Affiliate Members of SPA for ten (10) or more consecutive years and who have completely retired from professional practice. Individuals meeting the above criteria may have their membership classification changed to status as a Retired Member by delivering a written request for such change in status to the Secretary-Treasurer of SPA. Retired Members shall be assessed membership dues as determined by the Board of Directors and shall not be entitled to vote on any matters submitted to the membership of SPA for a vote.

Section 4.2. **Application for Membership.** An individual desiring membership in SPA as an Active Member, International Member, or Affiliate Member shall submit to the Secretary-Treasurer of SPA a membership application in such form and on such terms, including the submission of an initiation fee (if any) and dues, as the Board of Directors of SPA may designate from time to time. Any person who has filed such application and paid any required initiation fee and/or dues, and who otherwise meets the qualifications for membership with respect to the class of membership applied for, shall be designated as a member of SPA.

Section 4.3. **Voting Rights.** Each Active Member and each International Member shall be entitled to one vote on each matter submitted to the membership of SPA for a vote.

Section 4.4. **Termination of Membership.** The membership of any Active Member, International Member, or Affiliate Member shall be automatically terminated (i) immediately upon such person no longer meeting the criteria for the class of membership held by such person or (ii) for nonpayment of dues pursuant to the procedure set forth in Article XVI of these Bylaws. In addition, the Board of Directors may, by affirmative vote of not less than two-thirds of all of the members of the Board of Directors, suspend or expel any member for conduct determined to be contrary to the mission or values promoted by SPA or which may otherwise damage or bring discredit upon the reputation and image of SPA within the professional medical community.

Section 4.5. **Resignation.** Any member may resign by delivery of a written resignation to the Secretary-Treasurer of SPA, but such resignation shall not relieve the member so resigning of the obligation to pay any unpaid dues, assessments, or other charges which accrued on or before the date of such resignation.

Section 4.6. **Reinstatement.** Upon written request signed by a former member and filed with the Secretary-Treasurer, the Board of Directors may, by the affirmative vote of not less than two-thirds of all of the members of the Board, reinstate such former member to membership upon such terms as the Board of Directors may deem appropriate. Such reinstatement shall not take effect until after receipt by the Secretary-Treasurer of any dues, assessments, or other

charges which are imposed by the Board of Directors in connection with such reinstatement or which previously accrued with respect to the membership of such member and remain unpaid.

Section 4.7. **Transfer of Membership.** Membership in SPA is not transferable or assignable.

## **ARTICLE V -MEETINGS OF MEMBERS**

Section 5.1. **Regular Meetings and Annual Business Meeting.** Regular meetings of the members shall be held at such times and places as the Board of Directors may determine. At one such regular meeting each year, an annual business meeting of the members shall be held for the purpose of electing officers and directors, if applicable (unless such election is conducted pursuant to Section 5.7 of these Bylaws), and for the transaction of such other business as may come before the meeting. The failure to hold an annual business meeting shall not result in a forfeiture or dissolution of SPA nor affect the validity of any corporate action taken by the members or the Board of Directors.

Section 5.2. **Special Business Meetings.** Special business meetings of the members may be called at any time by the President and shall be called by the Secretary-Treasurer upon written request received from a majority of all of the members of the Board of Directors or from members holding not less than one-tenth of the total votes entitled to cast by all voting members of SPA.

Section 5.3. **Place of Meeting.** The Board of Directors may designate any place, either within or without the State of Illinois, as the place of meeting for any regular or special meeting.

Section 5.4. **Notice of Meetings.** Written notice stating the place, day and hour of any annual business meeting or any special business meeting of members shall be delivered by or at the direction of the President or the Secretary-Treasurer to each member entitled to vote at such meeting either in person, by first class U.S. mail, postage prepaid, addressed to such member at his or her address as reflected on the records of SPA, or by electronic transmission to such email address or other contact address capable of receiving electronic communication that is shown on the records of SPA as having been designated by such member for the receipt of electronic notices or other electronic deliveries, in each case not less than 10 nor more than 60 days before the date of such meeting. Notwithstanding the foregoing, with respect to any meeting at which one of the purposes shall be the removal of any director on the Board of Directors or the consideration of any merger, consolidation, dissolution, or sale, lease or exchange of assets of SPA, such notice shall be given not less than 20 nor more than 60 days before the date of such meeting. Notice of any special business meeting shall also set forth the purpose or purposes for which such meeting is called.

Section 5.5. **Record Date.** For the purpose of determining members entitled to notice of or to vote at any business meeting of members, or in order to make a determination of members

for any other proper purpose, the Board of Directors may fix in advance a date as the record date for any such determination of members, provided that such date shall not be more than 60 days and, for a business meeting of members, not less than 5 days (except if a purpose of the meeting is to consider any merger, consolidation, dissolution or sale, lease or exchange of assets, then such date shall not be less than 20 days) immediately preceding such meeting. In the absence of an action by the Board fixing a record date with respect to any business meeting, the date on which notice of such business meeting is delivered shall be the record date for determination of the members for the purpose of such meeting.

**Section 5.6. Informal Action by Members.** Any action required by law to be taken at a meeting of the members, or any action which may be taken at a meeting of members, may be taken without a meeting either (i) by a consent in writing approved by all of the members entitled to vote with respect to the subject matter thereof, or (ii) by ballot in writing by mail, email, or any other electronic means pursuant to which the members entitled to vote thereon are given the opportunity to vote for or against the proposed action, and the action receives approval by a majority of the members casting votes, or such larger number as may be required by law, the articles of incorporation, or these Bylaws, provided in connection with approval pursuant to this clause (ii) that the following conditions are satisfied: (a) the number of members casting votes would constitute a quorum if such action had been taken at a meeting; (b) voting must remain open for not less than five (5) days from the date the ballot is delivered, except that in the case of removal of a director or action upon a merger, consolidation, dissolution, or sale, lease, or exchange of assets, voting must remain open for twenty (20) days from the date the ballot is delivered; and (c) such action shall become effective only if, at least five (5) days prior to the effective date of such action, a notice in writing of such action is delivered to all members entitled to vote thereon.

**Section 5.7. Elections by Mail.** With respect to any election of directors or officers who are to be elected by the members, the Board of Directors may by resolution authorize such elections to be conducted by ballot procedure in accordance with clause (ii) of Section 5.6 above, provided that in connection with such ballots the majority vote requirement shall not be applicable and such directors and officers shall be elected by plurality of the votes cast for each such position. In connection with any such election conducted by mail, the Board of Directors may establish such other rules and procedures as the Board may deem reasonable and in accordance with applicable law.

**Section 5.8. Action or Consent by Electronic Means.** With respect to any action, consent or approval of any member which is required or permitted to be taken in writing pursuant to these bylaws or under applicable law, such member shall be permitted to communicate such action, consent, or approval by electronic means, and such electronic communication shall have the same force and effect as delivery of such action, consent, or approval in tangible written form.

**Section 5.9. Quorum.** The members holding five percent (5%) of the votes which may

be cast at a meeting shall constitute a quorum for the conduct of business at such meeting. If a quorum is not present at any meeting of members, a majority of the members present may adjourn the meeting.

Section 5.10. **Proxies.** Members entitled to vote at any meeting may vote by proxy executed in writing by such member or his/her attorney-in-fact. Unless otherwise expressly provided in such proxy, no proxy shall be valid after eleven (11) months from the date of its execution.

## **ARTICLE VI -BOARD OF DIRECTORS**

Section 6.1. **General Powers.** The affairs of SPA shall be managed by its Board of Directors. Directors need not be residents of the State of Illinois.

Section 6.2. **Number and Qualifications.** The number of directors shall be not less than nine (9) nor more than seventeen (17), as shall be fixed from time to time by the Board of Directors. Only those individuals who are either an Active Member or an International Member of SPA shall be eligible to be elected to serve as a director on the Board of Directors; provided that such membership requirement shall not be applicable to the ex-officio positions on the Board described in Section 6.3(b)(ii) and Section 6.6(b)(iii) below.

Section 6.3. **Composition.** The Board of Directors shall be comprised of the following:

- (a) The following persons shall serve as voting members on the Board:
  - (i) the President of SPA;
  - (ii) the Vice-President (President-Elect) of SPA;
  - (iii) the Secretary-Treasurer of SPA;
  - (iv) not less than two (2) nor more than eight (8) directors-at-large elected as provided below;
  - (v) the President of the Congenital Cardiac Anesthesia Society (“CCAS”);
  - (vi) the President of the Society for Pediatric Pain Medicine (“SPPM”); and
  - (vii) the President of the Pediatric Anesthesia Leadership Council (“PALC”).

(b) Except as provided below in paragraph (c) below, the following persons shall serve as non-voting ex-officio members on the Board:

- (i) the Immediate Past President of SPA;
- (ii) the Chair of the ASA Committee on Pediatric Anesthesiology; and
- (iii) the Liaison and Chair of the American Academy of Pediatrics, Section on Anesthesiology and Pain Medicine.

(c) Notwithstanding the provisions of paragraphs (a) and (b) above, in the event that at any time that the Board of Directors is contains an even number of voting directors and such directors reach a tie vote resulting in a deadlock on any matter requiring a majority vote for approval, the Immediate Past President of SPA shall be entitled to cast a vote for or against such matter in order to resolve such deadlock.

Section 6.4. **Election.** Elections of directors-at-large (and those officers to be elected pursuant to Section 7.2 of these Bylaws) shall take place biennially in even-numbered years at the annual business meeting of the members, unless the Board of Directors establishes a ballot-by-mail or other alternative election process permissible under applicable law. At least 180 days prior to the date of each annual business meeting of the members at which any directors-at-large or officers are to be elected, the Board of Directors, after consultation with the President, shall appoint a nominating committee which shall be responsible to identify and consider suitable candidates for the director-at-large and officer positions to be filled and determine a slate of recommended nominees for election to such positions. The Nominating Committee shall report its slate of proposed nominees to the Board of Directors for discussion and approval within 30 days of the regular meeting of the Board held in conjunction with the spring membership meeting and shall thereafter cause the slate, as approved by the Board, to be published in the next regular newsletter of SPA distributed following such spring meeting or shall otherwise publicize such slate to the members as the Board may direct. In the event that the election with respect to such director-at-large and officer positions is to be held at the annual business meeting of SPA, then a copy of such slate of nominees shall also be delivered along with the notice of such annual business meeting, not less than ten (10) nor more than sixty (60) days prior to the date of such annual business meeting, to each Active Member and International Member of record entitled to vote at such meeting. With respect to elections held at an annual business meeting, further nominations may be entered by any member of record entitled to vote at such meeting. In the event that the election with respect to such director-at-large and officer positions is to be held by means of a ballot-by-mail or other alternative election process permissible under applicable law, then a copy of such slate and any applicable ballot materials shall be delivered along with the notice of such process to each Active Member and International Member of record entitled to vote in connection with such election. Such notice shall also set forth such rules with respect to the election procedure as the Board of Directors may specify, including any cut-off date for the casting of votes in connection with such election, in accordance with applicable law and these

Bylaws.

Section 6.5. **Tenure.** Except as otherwise provided by these Bylaws and unless such individual earlier resigns or is removed, each director-at-large shall hold office for one term of four (4) years and until the director's-at-large successor is elected and assumes such position. Each director who is an officer shall serve a term of two (2) years and until the officer's successor is elected and assumes such position. A person who has served as a director-at-large shall not be eligible for re-election as a director-at-large until four (4) years have elapsed since his or her most recent term as a director-at-large ended. The terms of directors-at-large shall be staggered so that, as nearly as possible, one-half of them are elected every two (2) years.

Section 6.6. **Regular Meetings.** A regular meeting of the Board of Directors shall be held, without the need for any further notice other than this Bylaw, at the location of and following the annual business meeting of members. The Board of Directors may provide by resolution the time and place, either within or without the State of Illinois, for the holding of additional regular meetings of the Board of Directors without the requirement of any further notice other than such resolution.

Section 6.7. **Special Meetings.** Special meetings of the Board of Directors may be called at any time by or at the request of the President and shall be called by the Secretary-Treasurer upon the written request of not less than three (3) voting directors. The place, either within or without the State of Illinois, and time for holding such special meeting shall be set forth in the notice of such meeting.

Section 6.8. **Notice.** Notice of any special meeting of the Board of Directors shall be given not less than twenty (20) days prior to the date of such meeting by written notice delivered personally or sent by mail or telegram to each director at his address as shown by the records of SPA or by electronic transmission to such email address or other contact address capable of receiving electronic communication that is shown on the records of SPA as having been designated by such director for the receipt of electronic notices or other electronic deliveries. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. Any director may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be translated at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in any notice of such meeting.

Section 6.9. **Quorum.** A majority of the voting directors on the Board of Directors, of which at least one individual shall be a director-at-large and at least one individual shall be the President, the Vice President/President-Elect, or the Secretary-Treasurer, shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. If less than a quorum is present at a meeting, a majority of the voting directors present may adjourn the



meeting from time to time without further notice.

Section 6.10. **Manner of Acting.** The act of a majority of the voting directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these Bylaws.

Section 6.11. **Vacancies.** Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining voting directors, though less than a quorum of the Board of Directors. A director appointment to fill a vacancy shall be elected for the unexpired term of his predecessor in office. Any directorship to be filled by reason of an increase in the number of directors shall be filled in the next regular election of directors and officers voted upon by the members.

Section 6.12. **Compensation.** Directors shall not receive any compensation for their services as such, but, by resolution of the Board of Directors, payment of expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board of Directors other than the regular meeting held at the same place as the annual meeting of members. Nothing herein contained shall be construed to preclude any director from serving SPA in any other capacity and receiving compensation therefore.

Section 6.13. **Participation by Conference Telephone or Other Communications Equipment.** Directors may participate in a meeting of the Board of Directors by means of a conference telephone or other communications equipment by means of which all directors participating in such a meeting can communicate with each other. Participation in a meeting pursuant to this section shall constitute attendance and presence in person at such meeting of the person or persons so participating.

Section 6.14. **Action without Meeting of Directors.** Any action required or permitted to be taken at a meeting of the Board of Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be approved in writing by all of the directors entitled to vote with respect to the subject matter thereof.

Section 6.15. **Proxies.** No director may act by proxy on any matter to be acted upon by the Board of Directors.

Section 6.16. **Removal of Directors.** Any director may be removed from such position, with or without cause, by the affirmative vote of not less than two-thirds of the voting members present and voting, either in person or by proxy, at a meeting of the members, provided that the notice of such meeting stated that a purpose of the meeting was to vote upon the removal of such director and such notice was properly delivered in accordance with Section 5.4 of these Bylaws.

## ARTICLE VII -OFFICERS

Section 7.1. **Officers.** The officers of SPA shall be a President, a Vice President/President-Elect, a Secretary-Treasurer, and such other officers, if any, as may be elected in accordance with the provisions of this Article. The Board of Directors may elect or appoint such other officers, including one or more additional Vice Presidents and/or Assistant Secretary-Treasurers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the Board of Directors. Any two or more offices may be held by the same person, except the offices of the President and Secretary-Treasurer.

Section 7.2. **Election and Term of Office.** The election of individuals to hold the offices of President (if such election is required), Vice President/President-Elect, and Secretary-Treasurer of SPA shall be held biennially. In accordance with Section 6.4 of these Bylaws, a slate of individuals recommended for election shall be prepared and presented to the members by the Nominating Committee. Provided that the individual then serving as Vice President/President-Elect continues to meet the qualifications set forth in Section 6.2 of these Bylaws to serve as a voting director, such individual shall automatically succeed to the office of President at the expiration his predecessor's term as President, and no election shall be required with respect to such office. In the event that, for any reason, at the time of a biennial election there is no individual who meets the qualifications of a voting director under Section 6.2 then serving as Vice President/President-Elect, then an election shall also be held at such time to fill the office of President. Each officer shall hold office for a term of two (2) years or until his successor shall have been duly elected and shall have assumed such office. Offices other than President, Vice President/President-Elect, and Secretary-Treasurer may be created and filled at any meeting of the Board of Directors.

Section 7.3. **Removal.** Any officer elected or appointed by the membership or by the Board of Directors may be removed by a vote of not less than two-thirds of the directors then serving on the Board of Directors whenever, in their judgment, the best interests of SPA would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

Section 7.4. **Vacancies.** A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by vote of a majority of all of the voting members of the Board of Directors for the unexpired portion of the term. The election for the subsequent term will be managed through the existing nominations process.

Section 7.5. **President.** The President shall be the principal executive officer of SPA and shall exercise general supervision and control over the business affairs of SPA. He shall preside at all meetings of the members and of the Board of Directors. The President shall consult with the Board of Directors concerning appointment of a nominating committee and designation of committee chairs. He may sign, with the Secretary-Treasurer or any other proper officer of SPA authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other

instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws or by statute to some other officer or agent of SPA; and, in general, he shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

Section 7.6. **Vice President.** In the absence of the President or in the event of his inability or refusal to act, the Vice President (or in the event there are more than one Vice President, the Vice President who is President-Elect) shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall perform such other duties as, from time to time, may be assigned to him by the President or by the Board of Directors.

Section 7.7. **Secretary-Treasurer.** The Secretary-Treasurer shall keep the minutes of the meetings of the members and of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; be custodian of the corporate records and of the seal as duly authorized in accordance with the provisions of these Bylaws; keep, or cause to be kept, a register of the post office address of each member which shall be furnished to the Secretary-Treasurer by such member; and, in general, perform all duties incident to the office of Secretary-Treasurer and such other duties as from time to time may be assigned to him by the President or by the Board of Directors. If required by the Board of Directors, the Secretary-Treasurer shall give a bond for faithful discharge of his duties in such sum and with such surety or sureties, as the Board of Directors shall determine. He shall have charge of and be responsible for all funds and securities of SPA; either directly or through agents of SPA under his general oversight and review, receive moneys due and payable to SPA from any source whatsoever and give receipts therefore, and deposit, or cause to be deposited, all such moneys in the name of SPA in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article XI of these Bylaws; and, in general, perform all duties as from time to time may be assigned to him by the President or by the Board of Directors.

Section 7.8. **Assistant Secretary-Treasurers.** If required by the Board of Directors, Assistant Secretary-Treasurers shall give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board of Directors shall determine. The Assistant Secretary-Treasurers, in general, shall perform such duties as shall be assigned to them by the Secretary-Treasurer or by the President or the Board of Directors.

## **ARTICLE VIII -COMMITTEES**

Section 8.1. **Committees.** The Board of Directors, by resolution adopted by a majority of the directors in office, may designate and appoint one or more committees to carry out such duties or activities as may be designated by the Board of Directors. Committee actions will be reported to the Board and are subject to Board approval before implementation. To the extent

provided in said resolution, such committees shall have and exercise the authority of the Board of Directors in the management of SPA, except that no such committee shall have the authority of the Board of Directors in reference to amending, altering or repealing the Bylaws; approving or recommending to members any act that the Illinois General Not for Profit Corporation Act requires to be approved by members; electing, appointing or removing any member of any such committee or any director or officer of SPA; amending or restating the articles of incorporation; adopting a plan or merger or adopting a plan of consolidation with another entity; authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of SPA; authorizing the voluntary dissolution of SPA or revoking proceedings therefore; adopting a plan for the distribution of the assets of SPA; or amending, altering or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered or repealed by such committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual director, of any responsibility imposed upon the Board of Directors, or any individual director, by law.

Section 8.2. **Commissions and Advisory Bodies.** The Board of Directors may create and appoint persons to a commission or advisory body, which body may not act on behalf of SPA or bind it to any action, but may make recommendations to the Board of Directors or to the officers.

Section 8.3. **Term of Office.** Appointment to membership on a committee shall be for a two (2) year term. Adjunct members may be appointed to a committee for two-year terms, provided that an adjunct member may be replaced at the end of any year prior to the expiration of their term for any cause deemed sufficient, which cause shall be specified in writing. An adjunct member of a committee shall not have a vote on committee decisions at the committee level. There shall be no limit to the number of terms for which a person may be appointed as a member or adjunct member of any committee.]

Section 8.4. **Composition.** Each committee shall contain at least one (1) Board of Directors member and other members as deemed necessary by the chair to achieve the goals of the committee, unless otherwise specified in these Bylaws. No person may serve on more than two (2) committees at any one time, with the exception of service on the Board of Directors and the Executive Committee. No person may chair more than one (1) committee at any one time, with the exception of the chairing of the Board of Directors and the Executive Committee.

Section 8.5. **Chair.** The Board of Directors, after consultation with the President, shall designate one member of each committee to serve as the chair of such committee. Committee chairs shall hold the position for one term of four (4) years and until the chair's successor is chosen and assumes such position.

Section 8.6. **Vacancies.** Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 8.7. **Quorum.** Unless otherwise provided in the resolution of the Board of

Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 8.8. **Rules.** Each committee may adopt rules for its own governance, provided such rules are not inconsistent with applicable law, these Bylaws, or with rules adopted by the Board of Directors.

Section 8.9. **Standing Committees.** The following committees have activities delegated by the Board of Directors and report to the same:

Section 8.9.1. **Executive Committee.** The Executive Committee shall be composed of the President, who shall serve as chair, the Vice President/President-Elect, and the Secretary-Treasurer. The Immediate Past President of SPA shall also serve on the Executive Committee in a non-voting, ex-officio capacity. The Executive Committee may act in the event of an emergency and, otherwise, when time does not permit a meeting of the Board of Directors to be held in advance of the requisite action. The Executive Committee shall also be responsible for overseeing other standing committees and reporting to the President and Board of Directors.

Section 8.9.2. **Committee on Education.** The Committee on Education shall include as a member the Vice President/President-Elect of SPA. The Committee shall develop educational programs for the SPA Annual Meeting and for any other meetings or educational offerings established by the President or Board of Directors and shall be responsible for obtaining Continuing Medical Education (CME) accreditation for such programs and educational offerings. The committee shall prepare educational materials and, following approval of the Board of Directors, shall distribute such materials to the SPA membership.

Section 8.9.3. **Committee on Finance.** The Committee on Finance shall include as a member the Secretary-Treasurer of SPA. The committee shall study and recommend means of strengthening the financial status of SPA, make recommendations concerning investment of Society funds, and assist the Secretary-Treasurer in the preparation of the annual budget, which shall be submitted by the Secretary-Treasurer to the Board of Directors for approval. The committee shall develop and maintain liaison with corporate sponsors of educational grants.

Section 8.9.4. **Committee on Membership.** The Committee on Membership shall include as a member the Secretary-Treasurer of SPA. The committee shall oversee the maintenance of records of members and shall facilitate the processing of membership applications. The committee shall direct and oversee the production of a directory of members which shall be distributed to the membership. The committee shall also monitor the number of affiliate members as well as make efforts to increase the numerical

strength of SPA.

Section 8.9.5. **Nominating Committee.** The Nominating Committee shall be chaired by the Immediate Past President of SPA and include the current Vice President/President-Elect and the Secretary-Treasurer. Four additional committee members will be proposed by the chair, vetted by the Executive Committee, and approved by the Board of Directors. The committee shall carry out the duties set forth in Sections 6.4 and 7.2 of these Bylaws with respect to the development of a list of nominees for director-at-large and officer positions to be elected in each biennial election.

Section 8.9.6. **Committee on Communications.** The Committee on Communications shall include as a member of the committee the Editor of SPA's Newsletter. The committee shall cause to be distributed a newsletter for the benefit and information of the membership. The newsletter shall be distributed to the membership on a regular basis as deemed appropriate by the Board of Directors. The committee shall maintain a high standard for all publications of SPA and shall advise the Board of Directors to this end. The committee shall be responsible for enabling electronic communication of all pertinent matter to the membership and other interested parties.

Section 8.9.7. **Committee on Research.** The Committee on Research shall encourage investigations in the area of pediatric anesthesia and shall act as liaison with the Foundation for Anesthesia Education and Research (FAER) for the development and presentation of SPA/FAER research grants.

Section 8.9.8. **Committee on Governmental Affairs.** The Committee on Governmental Affairs shall identify at the national level issues of concern, both economic and non-financial in nature, to the SPA membership.

Section 8.9.9. **Committee on Bylaws.** The Committee on Bylaws shall perform a thorough review of the Bylaws every four years and more often when necessary. The Committee shall make recommendations at any time to amend the Bylaws as necessary to meet the needs of the SPA membership. Recommendations to amend the Bylaws shall be submitted to the Board of Directors in accordance with Article XX. A currently seated board member, appointed by the President, will serve as Chair.

Section 8.9.10 **Committee on Safety and Quality.** The Committee on Safety and Quality shall identify issues related to the improvement of safety and quality of care as well as oversee activities intended to enhance care as directed by the Board of Directors.

Section 8.9.11 **Pediatric Anesthesia Program Directors.** The director or his or her designee from each of the pediatric anesthesia fellowship programs shall constitute the committee representing pediatric anesthesia fellowship programs. The committee is

charged with oversight of issues and activities related to the training of fellows including necessary interactions with the governing bodies such as the American Board of Anesthesiology, the Association of Academic Specialty Program Directors, and the American Council of Graduate Medical Education. The committee chair or his or her designee shall report to the Board of Directors at regular intervals.

## **ARTICLE IX – CONGENITAL CARDIAC ANESTHESIA SOCIETY**

There shall be, within SPA, a section on pediatric cardiac anesthesia which shall be known as the Congenital Cardiac Anesthesia Society (“CCAS”) in order to promote the subspecialty of cardiac pediatric anesthesia and provide education and training to those members of SPA wishing to increase their knowledge of that area of practice.

### **Section 9.1. Mission Statement of the Congenital Cardiac Anesthesia Society.**

The purpose of CCAS is to improve the perioperative care and outcomes, and facilitate technological advances in therapy for newborns, infants, children, and adults with congenital heart disease requiring anesthesia. This shall be accomplished by (1) education, (2) collaboration of members, (3) coordination with other societies having like minded goals and objectives, (4) research, (5) facilitating a multi-institutional database, (6) training guidelines, and (7) advocacy.

**Section 9.2. CCAS Administration.** CCAS shall be administered as a part of SPA and SPA shall provide to CCAS such office space and administrative services as may be determined to be reasonable or necessary from time to time by the Board of Directors of SPA in consultation with the CCAS Board. In general, the expenses of CCAS shall be expected to be funded through CCAS dues or other revenues generated by CCAS and no liabilities or expenses of CCAS in excess of such sums shall be incurred without the prior approval of the Board of Directors of SPA. The CCAS Board shall annually prepare a budget reflecting reasonably anticipated dues and other sources of revenues, as well as budgeted expenses, and shall submit such budget to the Board of Directors of SPA for review and approval not less than thirty (30) days prior to the commencement of each fiscal year of SPA. The CCAS Board may otherwise adopt policies and procedures applicable to CCAS, subject to the advance approval of the Board of Directors of SPA. All funds of CCAS shall be deposited into an account which shall be under the supervision of the Treasurer of CCAS and all requests for disbursements from such account shall require the approval of the Treasurer of CCAS.

**Section 9.3. CCAS Members.** CCAS shall have members and such members shall be divided into the following classes of membership: Active Members, Affiliate Members, Resident/Fellow/Trainee Members, International Members, and Retired Members. The CCAS Board reserves the right to reject any membership application that it deems not in keeping with the mission and values of CCAS. The criteria for membership in each such class of membership are set forth below:

(a) **Active Members.** The Active Member class shall be comprised of those physicians who have an interest in pediatric cardiac anesthesia, are eligible to be members of the ASA, are Active members of SPA, have satisfactorily completed the membership application process described in Section 9.4 of these Bylaws, and whose names are shown as Active Members of CCAS on the membership records of the CCAS. Each Active Member of CCAS shall be entitled to one vote on each matter submitted to the membership of CCAS for a vote.

(b) **Affiliate Members.** The Affiliate A Member Class shall be comprised of those physicians who are eligible to be Affiliate members of SPA. The Affiliate B Member class shall be comprised of those physicians who are ineligible to be members of SPA and persons who are not physicians, who in each case have an interest in pediatric cardiac anesthesia, have satisfactorily completed the membership application process described in Section 9.4 of these Bylaws. Affiliate Members of CCAS will be shown as Affiliate Members on the membership record of CCAS but not on the membership record of SPA unless they also choose to become members of SPA. Affiliate Members shall not be entitled to vote on any matters submitted to the membership of CCAS for a vote.

(c) **Resident/Fellow/Trainee Members.** The Resident/Fellow/Trainee Member class shall be comprised of physicians who are in an approved residency training program, or are performing post-residency fellowship training. It shall also include trainees in other health care-related fields such as nursing, psychology or pharmacology. These members shall have satisfactorily completed the membership application process described in Section 9.4 of these Bylaws and whose names are shown as Resident/Fellow/Trainee Members of CCAS on the membership records of CCAS. No person may hold membership in CCAS as a Resident/Fellow/Trainee Member for more than a maximum of six (6) years. Resident/Fellow/Trainee Members shall not be entitled to vote on any matters submitted to the membership of CCAS for a vote.

(d) **International Members.** The International Member class shall be comprised of those physicians who have an interest in pediatric cardiac anesthesia, are eligible to be members of ASA, are International members of SPA, have satisfactorily completed the membership application process described in Section 9.4 of these Bylaws, and whose names are shown as International Members of CCAS on the membership records of CCAS. Each International Member of CCAS shall be entitled to one vote on each matter submitted to the membership of CCAS for a vote.

(e) **Retired Members.** The Retired Member class shall be comprised of individuals who, as of the date of the request for the change in status of their membership (as described below), have been Active Members or Affiliate Members of CCAS for ten (10) or more consecutive years and who have completely retired from professional practice. Individuals meeting the above criteria may have their membership classification changed to status as a Retired Member by delivering a written request for such change in



status to the Secretary of CCAS. Retired Members shall be assessed membership dues as determined by the CCAS Board of Directors and shall not be entitled to vote on any matters submitted to the membership of CCAS for a vote.

**Section 9.4. Application for CCAS Membership.** An individual desiring membership in CCAS as an Active Member, Affiliate Member, Resident/Fellow/Trainee Member, or International Member shall submit to the Secretary of CCAS a membership application in such form and on such terms, including the submission of an initiation fee (if any) and dues, as the Board of CCAS may designate from time to time. Any person who has filed such application and paid any required initiation fee and/or dues, and who otherwise meets the qualifications for membership with respect to the class of membership applied for, shall be designated as a member of CCAS.

**Section 9.5. Termination, Resignation and Reinstatement of CCAS Membership.** Membership in CCAS shall be automatically terminated for nonpayment of CCAS dues or upon such person ceasing to be a member of SPA and may otherwise be terminated by the CCAS Board for other reasons by pursuant to procedures identical to those set forth in Section 4.4 of these Bylaws with respect to termination of SPA membership. Any member may resign from CCAS by delivery of a written resignation to the CCAS Secretary, but such resignation shall not relieve the member so resigning from the obligation to pay any unpaid dues, assessments, or other charges which accrued on or before the date of such resignation. Reinstatement may ensue upon written request signed by the former member and filed with the Secretary of CCAS, by the affirmative vote of not less than two-thirds of all members of the CCAS Board, and upon such terms as the CCAS Board may deem appropriate, including receipt of any dues, assessments, or other charges imposed by the CCAS Board, including, but not limited to, those previously accrued.

**Section 9.6 CCAS Officers and Directors.** CCAS shall elect, from among its membership, officers and directors of CCAS. The officers of CCAS shall be a President, a Vice-President, a Secretary, a Treasurer, and such other officers as may, from time to time, be deemed appropriate by the CCAS Board. The CCAS Board shall be composed of the CCAS President, the CCAS Vice-President, the CCAS Secretary, the CCAS Treasurer, a member of the Executive Committee of SPA designated by such Executive Committee to serve as its representative on the CCAS Board, and seven (7) directors-at-large elected from CCAS membership. With respect to its officers and directors, CCAS shall, insofar as reasonably possible, function in accordance with the provisions of Sections 6.4 through 6.16 and Sections 7.2 through 7.9 of these Bylaws; provided, however, that the officers and directors of CCAS shall take office at the spring meeting of CCAS held in conjunction with the spring meeting of SPA and all terms of office shall run accordingly, and further provided that the CCAS Nominating Committee be appointed at least 180 days prior to the spring meeting date at which officers and directors are to take office. The person serving as CCAS President shall, during his/her term as such, serve on the Board of Directors of SPA. The CCAS President shall report to the Board of Directors of SPA and shall provide SPA President and Board of Directors with such updates regarding CCAS affairs as may

be requested from time to time.

## Section 9.7 **Committees of CCAS.**

Section 9.7.1. **Standing Committees of CCAS.** The following committees are designated as Standing Committees of CCAS and which report to the CCAS Board:

(a) **CCAS Executive Committee.** The CCAS Executive Committee shall consist of the CCAS President, the CCAS Vice-President, the CCAS Secretary, the CCAS Treasurer, and SPA Executive Committee representative on the CCAS Board. The CCAS Executive Committee may act in the event of an emergency and, otherwise, when time does not permit a meeting of the CCAS Board to be held in advance of the requisite action. The CCAS Executive Committee shall also be responsible for overseeing other CCAS standing committees and reporting to the CCAS President and the CCAS Board.

(b) **CCAS Education Committee.** The CCAS Education Committee shall be responsible for the planning of the CCAS curriculum and program at the biannual meeting of SPA and other conferences or symposia planned by the CCAS and approved by SPA Board of Directors. SPA shall be responsible for obtaining Continuing Medical Education (CME) accreditation for programs and educational offerings from CCAS. The Education Committee shall consist of the CCAS President and four other members; the CCAS President need not be chair of the committee.

(c) **CCAS Nominating Committee.** Not later than 180 days before the date of each spring meeting of the members of SPA at which any directors-at-large or officers of CCAS are to be elected, the CCAS Board shall appoint a five member nominating committee which shall be responsible to identify a slate of recommended candidates for election as officers and directors of CCAS.

(d) **CCAS Database Committee.** A five member committee will be appointed by the CCAS Board to oversee the formation and maintenance of the CCAS database.

Unless otherwise specified, there shall be no limit upon the number of terms which a person may serve upon any standing committee of CCAS.

Section 9.7.2. **Ad Hoc CCAS Committees.** The CCAS Board, by resolution adopted by a majority of its members, may designate and appoint one or more additional committees to carry out such duties or activities, as it may deem necessary. Committee actions will be reported to the CCAS Board and shall be subject to the approval of the CCAS Board before implementation. A chair of each committee will be designated by the CCAS President, and at least one member of each committee shall be a member of

the CCAS Board. The term of any such committee or chair shall not extend beyond the term of the CCAS President.

**Section 9.7.3. Miscellaneous Provisions Regarding CCAS Committees.**

Elections, notices of meeting, quorum requirements, filling of vacancies and other matters, actions and limitations of committees of CCAS, not specifically defined in this Section 9.7 shall be conducted as provided in Article VIII, as if such committees were a committee appointed directly by the Board of Directors of SPA.

**Section 9.8 Meetings of CCAS Members.** Meetings of the membership of CCAS shall be held in conjunction with each meeting of the membership of SPA and at such other times and places as determined by the CCAS Board.

**Section 9.9 Incorporation of Various Articles by Reference.** For the purposes of the operation, administration, and management of CCAS, the provisions of Articles XII, XIII, XIV, XV, XVI, XVIII, XIX, XX, and XXI are incorporated in this Article IX and shall apply to CCAS, provided that in interpreting the provisions of such Articles whenever reference is made therein to SPA such reference shall be deemed to refer to CCAS.

## **ARTICLE X – SOCIETY FOR PEDIATRIC PAIN MEDICINE**

There shall be, within SPA, a section on pediatric pain medicine which shall be known as the Society for Pediatric Pain Medicine (“SPPM”) in order to promote the subspecialty of pediatric pain medicine and provide education and training to members of SPA and other health care providers wishing to increase their knowledge of that area of practice.

**Section 10.1. Mission Statement of SPPM:** It is the intent of SPPM to reduce the incidence, advance the clinical care, and improve the outcomes of acute and chronic pain in newborns, infants, children and adolescents. This shall be accomplished by (1) education, (2) collaboration of members, (3) coordination with other societies having like-minded goals and objectives, (4) research, (5) facilitation of multi-institutional databases, (6) training and practice guidelines, and (7) advocacy.

**Section 10.2. SPPM Administration.** SPPM shall be administered as a part of SPA and SPA shall provide to SPPM such office space and administrative services as may be determined to be reasonable or necessary from time to time by the Board of Directors of SPA in consultation with the SPPM Board. In general, the expenses of SPPM shall be expected to be funded through SPPM dues or other revenues generated by SPPM and no liabilities or expenses of SPPM in excess of such sums shall be incurred without the prior approval of the Board of Directors of SPA. The SPPM Board shall annually prepare a budget reflecting reasonably anticipated dues and other sources of revenues, as well as budgeted expenses, and shall submit such budget to the Board of Directors of SPA for review and approval not less than thirty (30) days prior to the commencement of each fiscal year of SPA. The SPPM Board may otherwise adopt policies and

procedures applicable to SPPM, subject to the advance approval of the Board of Directors of SPA. All funds of SPPM shall be deposited into an account which shall be under the supervision of the Treasurer of SPPM and all requests for disbursements from such account shall require the approval of the Treasurer of SPPM.

Section 10.3. **SPPM Members.** SPPM shall have members and such members shall be divided into the following classes of membership: Active Members, Affiliate Members, Resident/Fellow/Trainee Members, International Members, and Retired Members. The SPPM Board reserves the right to reject any membership application that it deems not in keeping with the mission and values of SPPM. The criteria for membership in each such class of membership are set forth below:

(a) **Active Members.** The Active Member class shall be comprised of those physicians who have an interest in pediatric pain medicine, are eligible to be members of the ASA, are Active members of SPA, have satisfactorily completed the membership application process described in Section 10.4 of these Bylaws and whose names are shown as Active Members of SPPM on the membership records of the SPPM. Each Active Member of SPPM shall be entitled to one vote on each matter submitted to the membership of SPPM for a vote.

(b) **Affiliate Members.** The Affiliate A Member Class shall be comprised of those physicians who are eligible to be Affiliate members of SPA. The Affiliate B Member class shall be comprised of those physicians who are ineligible to be members of SPA and persons who are not physicians, who in each case have an interest in pediatric pain medicine, have satisfactorily completed the membership application process described in Section 10.4 of these Bylaws. Affiliate Members of SPPM will be shown as Affiliate Members on the membership record of SPPM but not on the membership record of SPA unless they also choose to become members of SPA. Affiliate Members shall not be entitled to vote on any matters submitted to the membership of SPPM for a vote.

(c) **Resident/Fellow/Trainee Members.** The Resident/Fellow/Trainee Member class shall be comprised of physicians who are in an approved residency training program, or are performing post-residency fellowship training. It shall also include trainees in other health care-related fields such as nursing, psychology or pharmacology. These members shall have satisfactorily completed the membership application process described in Section 10.4 of these Bylaws and whose names are shown as Resident/Fellow/Trainee Members of SPPM on the membership records of SPPM. No person may hold membership in SPPM as a Resident/Fellow/Trainee Member for more than a maximum of six (6) years. Resident/Fellow/Trainee Members shall not be entitled to vote on any matters submitted to the membership of SPPM for a vote.

(d) **International Members.** The International Member class shall be comprised of those physicians who have an interest in pediatric pain medicine, are

eligible to be members of ASA, are International members of SPA, have satisfactorily completed the membership application process described in Section 10.4 of these Bylaws, and whose names are shown as International Members of SPPM on the membership records of SPPM. Each International Member of SPPM shall be entitled to one vote on each matter submitted to the membership of SPPM for a vote.

(e) **Retired Members.** The Retired Member class shall be comprised of individuals who, as of the date of the request for the change in status of their membership (as described below), have been Active Members or Affiliate Members of SPPM for ten (10) or more consecutive years and who have completely retired from professional practice. Individuals meeting the above criteria may have their membership classification changed to status as a Retired Member by delivering a written request for such change in status to the Secretary-Treasurer of SPPM. Retired Members shall be assessed membership dues as determined by the SPPM Board of Directors and shall not be entitled to vote on any matters submitted to the membership of SPPM for a vote.

**Section 10.4. Application for SPPM Membership.** An individual desiring membership in SPPM as an Active Member, Affiliate Member, Resident/Fellow/Trainee Member, or International Member shall submit to the Secretary-Treasurer of SPPM a membership application in such form and on such terms, including the submission of an initiation fee (if any) and dues, as the Board of SPPM may designate from time to time. Any person who has filed such application and paid any required initiation fee and/or dues, and who otherwise meets the qualifications for membership with respect to the class of membership applied for, shall be designated as a member of SPPM.

**Section 10.5. Termination, Resignation and Reinstatement of SPPM Membership.** Membership in SPPM shall be automatically terminated for nonpayment of SPPM dues and may otherwise be terminated by the SPPM Board for other reasons by pursuant to procedures identical to those set forth in Section 4.4 of these Bylaws with respect to termination of SPA membership. Any member may resign from SPPM by delivery of a written resignation to the SPPM Secretary, but such resignation shall not relieve the member so resigning from the obligation to pay any unpaid dues, assessments or other charges which accrued on or before the date of such resignation. Reinstatement may ensue upon written request signed by the former member and filed with the Secretary of SPPM, by the affirmative vote of not less than two-thirds of all members of the SPPM Board, and upon such terms as the SPPM Board may deem appropriate, including receipt of any dues, assessment or other charges imposed by the SPPM Board, including, but not limited to, those previously accrued.

**Section 10.6 SPPM Officers and Directors.** SPPM shall elect, from among its membership, officers and directors of SPPM. The officers of SPPM shall be a President, a Vice-President, a Secretary-Treasurer, and such other officers as may, from time to time, be deemed appropriate by the SPPM Board. The SPPM Board shall be composed of the SPPM President,

the SPPM Vice-President, the SPPM Secretary-Treasurer, a member of the Executive Committee of SPA designated by such Executive Committee to serve as its representative on the SPPM Board, and at least two (2) and no more than eight (8) directors-at-large elected from SPPM membership. One of the directors-at large shall be a representative of the SPPM Affiliate membership. With respect to its officers and directors, SPPM shall, insofar as reasonably possible, function in accordance with the provisions of Sections 6.4 through 6.16 and Sections 7.2 through 7.9 of these Bylaws; provided, however, that the officers and directors of SPPM shall take office at the spring meeting of SPPM held in conjunction with the spring meeting of SPA and all terms of office shall run accordingly, and further provided that the SPPM Nominating Committee be appointed at least 180 days prior to the spring meeting date at which officers and directors are to take office. The person serving as SPPM President shall, during his/her term as such, serve on the Board of Directors of SPA. The SPPM President shall report to the Board of Directors of SPA and shall provide SPA President and Board of Directors with such updates regarding SPPM affairs as may be requested from time to time.

#### Section 10.7 **Committees of SPPM.**

Section 10.7.1. **Standing Committees of SPPM.** The following committees are designated as Standing Committees of SPPM and which report to the SPPM Board:

(a) **SPPM Executive Committee.** The SPPM Executive Committee shall consist of the SPPM President, the SPPM Vice-President, the SPPM Secretary-Treasurer and SPA Executive Committee representative on the SPPM Board. The SPPM Executive Committee may act in the event of an emergency and, otherwise, when time does not permit a meeting of the SPPM Board to be held in advance of the requisite action. The SPPM Executive Committee shall also be responsible for overseeing other standing committees and reporting to the SPPM President and the SPPM Board.

(b) **SPPM Education Committee.** The SPPM Education Committee shall be responsible for the planning of the SPPM curriculum and program at the biannual meeting of SPA and other conferences or symposia planned by SPPM and approved by SPA Board of Directors. SPA shall be responsible for obtaining Continuing Medical Education (CME) accreditation for programs and educational offerings from SPPM. The SPPM Education Committee shall consist of the SPPM President and four other members; the SPPM President need not be chair of the committee.

(c) **SPPM Nominating Committee.** Not later than 180 days before the date of each spring meeting of the members of SPA at which any directors-at-large or officers of SPPM are to be elected, the SPPM Board shall appoint a five member nominating committee which shall be responsible to identify a slate of recommended candidates for election as officers and directors of SPPM.

Unless otherwise specified, there shall be no limit upon the number of terms which a person may

serve upon any standing committee of SPPM.

**Section 10.7.2. Ad Hoc SPPM Committees.** The SPPM Board, by resolution adopted by a majority of its members, may designate and appoint one or more additional committees to carry out such duties or activities, as it may deem necessary. Committee actions will be reported to the SPPM Board and shall be subject to the approval of the SPPM Board before implementation. A chair of each committee will be designated by the SPPM President, and at least one member of each committee shall be a member of the SPPM Board. The term of any such committee or chair shall not extend beyond the term of the SPPM President.

**Section 10.7.3. Miscellaneous Provisions Regarding SPPM Committees.** Elections, notices of meeting, quorum requirements, filling of vacancies and other matters, actions and limitations of committees of SPPM, not specifically defined in this Section 10.7 shall be conducted as provided in Article VIII, as if such committees were a committee appointed directly by the Board of Directors of SPA.

**Section 10.8 Meetings of SPPM Members.** Meetings of the membership of SPPM shall be held in conjunction with each meeting of the membership of SPA and at such other times and places as determined by the SPPM Board.

**Section 10.9 Incorporation of Various Articles by Reference.** For the purposes of the operation, administration, and management of SPPM, the provisions of Articles XII, XIII, XIV, XV, XVI, XVIII, XIX, XX, and XXI are incorporated in this Article X and shall apply to SPPM, provided that in interpreting the provisions of such Articles whenever reference is made therein to SPA such reference shall be deemed to refer to SPPM.

## **ARTICLE XI – PEDIATRIC ANESTHESIA LEADERSHIP COUNCIL**

There shall be, within SPA, a Pediatric Anesthesia Leadership Council (“PALC”) comprised of anesthesiologists with leadership responsibilities in pediatric anesthesiology, as specified below.

**Section 11.1. Mission Statement of PALC.** To provide a forum for leaders in pediatric anesthesiology to exchange ideas and experience, and to develop strategies to grow and strengthen our profession in order to better serve our patients and their families.

**Section 11.2. PALC Administration.** PALC shall be administered as a part of SPA and SPA shall provide to the Council administrative services as may be determined to be reasonable or necessary by the Board of Directors of SPA in consultation with the PALC Board. In general, the expenses of PALC shall be funded through PALC dues or other revenues generated by PALC and no liabilities or expenses of PALC in excess of such sums shall be incurred without the prior approval of the Board of Directors of SPA. The PALC Board shall annually prepare a budget reflecting reasonably anticipated dues and other sources of revenues, as well as expenses. The PALC Board may otherwise adopt policies and procedures applicable to PALC. All funds of

PALC shall be deposited into an account which shall be under the supervision of the Treasurer of SPA.

Section 11.3. **PALC Members.** In order to be eligible for membership in PALC, a person must be a member in good standing of SPA. Subject to the limitations listed below, any member of SPA may become a member of PALC upon payment of such dues and satisfaction of such criteria as may be determined from time to time by the PALC Board.

In addition to the regular criteria for membership in SPA, members of PALC must meet at least one of the following requirements:

1. Chair (or chief) of the department of anesthesiology in a freestanding children's hospital, or
2. Chief (or head) of the section (or division) of pediatric anesthesiology in an ACGME-recognized academic anesthesiology department, or
3. President of SPA, or
4. Chair of the American Society of Anesthesiologists Committee on Pediatric Anesthesia (ASA COPA), or
5. Chair of the Executive Committee of the American Academy of Pediatrics (AAP) Section on Anesthesiology and Pain Medicine, or
6. Chair of the Pediatric Anesthesia Program Directors Association (PAPD).

Section 11.4. **Application for PALC Membership.** Any member of SPA desiring membership in PALC shall submit to the President of PALC (or his or her designee) a membership application in such form and on such terms, including the submission of an initiation fee (if any) and dues, as may be established by PALC. Any member of SPA who meets these requirements and has filed such an application, been approved by the PALC Board (by majority vote), been approved by PALC as a whole (by majority vote), and paid any required initiation fee and/or dues, shall be designated as a member of PALC.

The membership year shall begin on January 1 and conclude on December 31. Membership shall renew automatically as long as the requirements of Section 11.3 are met.

Section 11.5. **Termination, Resignation and Reinstatement of PALC Membership.** Membership in PALC shall be automatically terminated for nonpayment of PALC dues and may otherwise be terminated by the PALC Board pursuant to procedures identical to those set forth in Section 4.4 of these Bylaws with respect to termination of SPA membership. Any PALC member may resign from PALC by delivery of a written resignation to the President of PALC, but such resignation shall not relieve the member so resigning from the obligation to pay any unpaid dues, assessments or other charges which accrued on or before the date of such resignation. Reinstatement may ensue upon written request signed by the former member and



filed with the President of PALC, by the affirmative vote of not less than two-thirds of all members of the PALC Board, and upon such terms as the PALC Board may deem appropriate, including receipt of any dues, assessment or other charges imposed by the Council Board, including, but not limited to, those previously accrued. Members retiring from, resigning, or otherwise losing the position(s) described in Section 11.3 will be permitted to continue as a member of PALC through the remainder of the membership year in which eligibility is lost.

## Section 11.6 **PALC Officers and Board of Directors**

Section 11.6.1 **Officers and Directors.** PALC shall elect, from among its membership, Officers and Directors of PALC. Officers and Directors shall be selected on the schedule and for the term of office as specified below. The sole initial Officer of PALC shall be a President nominated by the PALC Board of Directors and approved by majority vote of the members of PALC. The PALC Board of Directors shall be composed of the President and two at-large Board members. Of the at-large Board members, one will serve as the Chair of the Board of Directors. With respect to its Officers and Directors, PALC shall, unless specified in this Section 11.6 and insofar as reasonably possible, function in accordance with the provisions of Sections 6.4 through 6.16 and Sections 7.2 through 7.9 of these Bylaws. The person serving as PALC President shall, during his/her term as such, also serve on the Board of Directors of SPA. The PALC President shall provide the SPA President and Board of Directors with such updates regarding PALC affairs as may be requested from time to time.

Section 11.6.2 **Terms of Office.** The PALC President shall serve for a two year term and may be elected to two consecutive terms for a total of four years. At-large members of the PALC Board of Directors shall serve for staggered three years terms and may be elected to two consecutive terms. Directors elected to initial one or two year terms at the formation of the Council may serve for an additional two terms if reelected by the PALC membership. A term-limited Officer or Director may regain eligibility for election after a period of two years of non-elected status. PALC Officers and Directors who do not maintain membership eligibility as specified in section 11.3 shall be permitted to serve the remainder of the membership year or until a new Officer or Director is elected but shall not be eligible for reelection.

Section 11.6.3 **Elections and Quorum.** Elections for PALC Officers and Directors shall take place by secret ballot at PALC's annual winter (spring) meeting held in conjunction with the annual winter (spring) meeting of SPA. The term of office shall commence at the conclusion of the annual winter (spring) meeting. Quorum shall be 50% of the number of PALC members in good standing plus one.

Section 11.6.4 **Duties of the PALC President.** The PALC President shall serve as the chief executive officer of PALC and, unless specified elsewhere in these Bylaws, possess the authority and responsibility for overseeing and conducting the affairs of

PALC in a reasonable and prudent manner. These duties include planning and leading PALC meetings, preparing a written report of the meetings, creating a strategic plan and roadmap for the Council for the term of the Presidency, executing that roadmap, reporting to the PALC Board on the annual performance of financial, roadmap and operating metrics, and developing leadership and management capability among the members of PALC. Unless specified elsewhere in these Bylaws, the President may appoint or assemble any style of cabinet, work group, or task force(s) as necessary to assist in the business of PALC which may be comprised of PALC members and non-members. The President shall report to the PALC Board of Directors on his/her activities and the work groups he/she oversees approximately every three months. Any cabinet, work group, or task force appointed by the President shall serve only during the term of the President who appoints it.

**Section 11.6.5 Duties of the PALC Board of Directors.** The PALC Board of Directors shall maintain leadership continuity of PALC during transition of the presidency and oversee the executive functions of the president during his/her term. The PALC Board shall review the budget as prepared by the PALC President and the amount of the annual dues or assessments to be approved by the PALC membership at the annual winter (spring) meeting. The PALC Board of Directors is responsible for leadership development and succession planning for PALC Officers and Directors, ensuring a sound strategic plan for PALC, and identifying important public relations and financial matters that require the president and PALC to plan and act on. The PALC Board of Directors shall annually evaluate the performance of the PALC President and communicate the results of the evaluation to the PALC President. The Chair of the Board of Directors and the President shall communicate regularly. The PALC Board shall oversee the development and execution of the strategic plan and ensure the completion of any required legal or other documents required for the operation of PALC.

## **Section 11.7 PALC Committees**

**Section 11.7.1 PALC Nominating Committee.** Not later than 180 days before the date of each annual winter (spring) meeting of PALC, the Board of Directors shall appoint from among its members a nominating committee which shall be responsible for preparing a slate of candidates for vote at the upcoming meeting of PALC. The President shall not serve on the nominating committee.

**Section 11.7.2 Ad Hoc PALC Committees.** The PALC Board may designate and appoint one or more additional committees to carry out such duties or activities, as it may deem necessary. Board Committee actions will be reported to the PALC Board and shall be subject to the approval of the PALC Board before implementation. A chair of each committee will be designated by the Chair of the PALC Board of Directors, and at least one member of each committee shall be a member of the PALC Board. The membership of such committees may be PALC members or non-members. The term of

any such committee or chair shall not extend beyond the term of the PALC President.

**Section 11.7.3 PALC Bylaws Committee.** The President shall nominate and the PALC Board shall approve the appointments to a PALC Bylaws Committee from among the members of the PALC. The Bylaws committee is charged with reviewing and updating these Bylaws upon the recommendation of the PALC President, the PALC Board of Directors, or the members of PALC. Bylaws changes may be made by an affirmative 2/3 vote by the PALC membership at the annual winter (spring) meeting of PALC.

**Section 11.7.4 Miscellaneous Provisions Regarding PALC Committees.** Unless otherwise specified, there shall be no limit upon the number of terms or committees which a person may serve upon any standing committee of the PALC. Elections, notices of meeting, quorum requirements, filling of vacancies and other matters, actions and limitations of committees of PALC, not specifically defined in this Section 11.7 shall be conducted as provided in Article VIII of these Bylaws, as if such committees were a committee appointed directly by the Board of Directors of SPA.

#### **Section 11.8. Meetings of PALC Members**

**Section 11.8.1 Face to Face Meetings.** Meetings of the membership of PALC shall be held in conjunction with the winter (spring) meeting of SPA and the fall meeting of Society of Academic Anesthesiologists Association (SAAA) or at such other times and places as determined by the PALC Board.

**Section 11.8.2 Electronic or Telephonic Meetings.** Subject to approval by the PALC Board, PALC may meet by electronic or telephonic means. Meeting notice must be given by email or other Board-determined means as least two weeks in advance of any electronic or telephone meeting. Quorum will be as specified in Section 11.6.3.

**Section 11.8.3 Electronic Voting.** Matters requiring vote other than the election of Officers and Directors may be submitted to the membership and tallied by electronic means in the manner permitted by law.

**Section 11.9 Incorporation of Various Articles by Reference.** For the purposes of the operation, administration, and management of PALC, the provisions of Articles XII, XIII, XIV, XV, XVI, XVIII, XIX, XX, and XXI are incorporated in this Article XI and shall apply to PALC, provided that in interpreting the provisions of such Articles whenever reference is made therein to SPA such reference shall be deemed to refer to PALC.

### **ARTICLE XII -CONTRACTS, CHECKS, DEPOSITS AND FUNDS**

**Section 12.1. Contracts.** The SPA Board of Directors may authorize any officer or

officers, agent or agents of SPA in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of SPA, and such authority may be general or confined to specific instances.

Section 12.2. **Checks, Drafts, and Evidence of Indebtedness.** All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of SPA shall be signed by such officer or officers and/or agent or agents of SPA and, in such manner, as shall from time to time be determined by resolution of the SPA Board of Directors. In the absence of such determination by the SPA Board of Directors, such instruments shall be signed by the Secretary-Treasurer or an Assistant Secretary-Treasurer of SPA and countersigned by the President or a Vice President of SPA.

Section 12.3. **Deposits.** All funds of SPA shall be deposited from time to time to the credit of SPA in such banks, trust companies or other depositories as the SPA Board of Directors may select.

Section 12.4. **Gifts.** The SPA Board of Directors may accept on behalf of SPA any contribution, gift, bequest, or devise for the general purposes or for any special purposes of SPA.

### **ARTICLE XIII -CERTIFICATES OF MEMBERSHIP**

Section 13.1. **Certificates of Membership.** The SPA Board of Directors may provide for the issuance of certificates evidencing membership in SPA, which shall be in such form as may be determined by the SPA Board of Directors, from time to time.

Section 13.2. **Issuance of Certificates.** When a SPA member has been selected to membership and has paid any initiation fee and dues that may then be required, a certificate of membership shall be issued in his name and delivered to him by the Secretary-Treasurer SPS, if the SPA Board of Directors shall have provided for the issuance of certificates of membership under the provisions of Section 13.1.

## **ARTICLE XIV-BOOKS AND RECORDS**

SPA shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors, and committees having any of the authority of the Board of Directors and shall keep at its principal business office a record of the names and addresses of all members entitled to vote. All books and records of SPA may be inspected by any SPA member, or his agent or attorney, for any proper purpose at any reasonable time. The Wood Library-Museum of Anesthesiology has been designated as the official site for the collection and storage of all artifacts and publications of SPA.

## **ARTICLE XV -FISCAL YEAR**

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

## **ARTICLE XVI -DUES**

Section 16.1. **SPA Annual Dues.** The SPA Board of Directors may determine from time to time the amount of initiation fees, if any, and annual dues payable to SPA by all classes of members. Resident/Fellow Members shall be assessed a reduced dues fee while in training programs (as documented by a certifying letter from their department chair). Honorary Members shall not be assessed membership dues. Retired Members may be assessed dues as determined by the SPA Board of Directors. In the discretion of the SPA Board of Directors, an Active Member or an International Member who has suffered a significant disability may have his dues waived on a year by year basis.

Section 16.2. **Payment of Dues.** Dues for each fiscal year will be billed on such schedule as may be determined by the SPA Board of Directors.

Section 16.3. **Default and Termination of Membership.** Any SPA member who is delinquent more than three months in the payment of dues will be considered in default and the member's membership in SPA shall be terminated effective as of such date. SPA shall send written notice to a member of his/her delinquency in payment of dues on such schedule as the SPA Board of Directors may designate from time to time and shall also send written notice to any member whose membership is terminated due to failure to pay dues in accordance with this Section of such termination of membership.

## **ARTICLE XVII -SEAL**

The corporate seal of SPA shall be in the form of a circle and shall have inscribed thereon the name of SPA and the words "Corporate Seal -Illinois."

## **ARTICLE XVIII -WAIVER OF NOTICE**

Whenever any notice is required to be given under the provisions of the Illinois General Not for Profit Corporation Act or under the provisions of the articles of incorporation or in the Bylaws of SPA, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

## **ARTICLE XIX -INDEMNIFICATION**

SPA shall indemnify its officers, directors, employees and agents to the maximum extent permitted by the Illinois General Not For Profit Corporation Act of 1986, as amended.

## **ARTICLE XX -PROHIBITED ACTIVITIES**

No member, officer, director, committee member, employee, or agent of SPA shall take any action or carry any activity by or on behalf of SPA which is not permitted to be taken or carried on by an organization exempt under Section 501(c) (3) of the Internal Revenue Code and its regulations, as they now exist or may be hereafter amended, or by an organization contributions to which are deductible under Section 170(c) (2) of such Code and regulations, as they now exist or as they may hereafter be amended.

## **ARTICLE XXI -GENDER**

Use of the masculine gender in these Bylaws shall be deemed to include the feminine gender as well.

## **ARTICLE XXII -AMENDMENTS TO BYLAWS**

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by a majority of all of the members of the SPA Board of Directors at any regular meeting or at any special meeting, if at least ten days' written notice is given of intention to alter, amend or repeal or to adopt new Bylaws at such meeting.