

ARIZONA SOCIETY OF ANESTHESIOLOGISTS
(AzSA) BYLAWS

Revised February, 2008

CHAPTER I

Purpose

The Arizona Society of Anesthesiologists is an association of physicians and other professionals dedicated to the ethical practice of anesthesiology. The Society strives to raise the quality of the practice of anesthesiology, to improve patient care and safety through education, research and advocacy, and to disseminate current information about scientific progress in anesthesiology.

CHAPTER II

Membership

(See also membership Policy Statement, Page 39)

QUALIFICATIONS

Section 2.01. Membership in this Society is a privilege and not a right and is contingent upon compliance with the requirements specified in these Bylaws. Members shall recognize and comply with the Guidelines for the Ethical Practice of Anesthesiology of the American Society of Anesthesiologists, Inc. (hereafter referred to as the ASA), and the Principles of Medical Ethics of the American Medical Association. No person shall be accepted for membership or continued as a member unless meeting the above requirements

and practicing in accordance with the principles of this Society as stated in these Bylaws.

CATEGORIES

Section 2.02. The categories of membership of this Society shall conform to those of the ASA, and are as follows: Honorary; Active; Affiliate; Retired; Resident; Life; Medical Student.

REQUIREMENTS

Section 2.03. The requirements for eligibility in the various categories of membership are:

Section 2.03-1. Honorary. Doctors of Medicine or other scientists who have rendered years of faithful service to the society, or who have attained exceptional eminence in anesthesiology and related subjects. Honorary members shall be selected to that category of recommendation of the Committee on Membership and subsequent approval of the Board of Directors.

Section 2.03-2. Active. Doctors of Medicine or Osteopathy, licensed to practice in the State of Arizona, who are engaged in, or especially interested in, the practice of anesthesiology; whose principal professional activity is within the state of Arizona; who are not active members of another component Society of the ASA; and who have successfully completed a training program in anesthesiology, accredited by ACGME or equivalent organization, or the American Osteopathic Association.

a) Regular. Physicians whose principal professional activity is within the State of Arizona.

b) Federal. Physicians serving in the Armed Forces, Public Health Services, or Veteran's Administration of the United States need not be licensed in the State of Arizona but must be licensed to practice

in one of the States of the United States, the District of Colombia, or in the Commonwealth of Puerto Rico.

c) Overseas. Members of this Society who, due to assignment of governmental service, practice outside the jurisdiction of any component Society of the ASA, for two or more consecutive years and who were active members in good standing of this Society immediately prior to such status may maintain their active membership in this Society.

d) Locums. Physicians who maintain permanent residence within the State of Arizona but who may practice locum tenens within the jurisdiction of other component societies; unless they establish their principal professional activity within another single component's jurisdiction for greater than one calendar year.

e) The provisions for membership stated in this Section shall not affect the status of any member who is already an Active member of the Society at the time of their adoption.

Section 2.03-3. Affiliate.

a) Federal. Doctors of medicine who are members of the Armed Forces or Public Health Services of the United States or Federal Veterans Administration, if the latter are not eligible for active membership, and are especially interested in the medical specialty of anesthesiology.

b) Scientific. Doctors of Medicine or Osteopathy or other scientists who are not engaged in the clinical practice of anesthesiology or who do not meet the provisions for active membership in section 2.03-2.

Section 2.03-4. Retired.

a) State. A physician who has been an active member of this Society for ten or more years and has retired from the practice of anesthesiology.

b) National. A physician who has been an active member of the ASA, for ten or more years and has retired from the practice of Anesthesiology.

c) Disabled. Members who become disabled and are, therefore, prevented from pursuing their professional activity for one year or more may, upon application to the Secretary, become retired members. However, such retired membership due to disability terminate upon resumption of professional activity.

Section 2.03-5. Resident. Physicians who are engaged in full time training in an anesthesiology residency program, located in the State of Arizona, accredited by the Accreditation Council for Graduate Medical Education (ACGME) or The American Osteopathic Association. The application for membership in this category shall be endorsed by the Director of the Training Program, certifying compliance with this requirement. A physician who engages in unsupervised administration of anesthesia for which a charge is made to the patient is not regarded as being in full-time training. Membership in this category shall automatically terminate at such time as the above requirements are not fulfilled.

Section 2.03-6. Life. Past-Presidents of the ASA and Past-Presidents of the AzSA, whose principal professional activity (or primary residence, if retired) is within the jurisdiction of this Society shall be Life Members.

Section 2.03-7. Medical Student. Individuals in full-time training in a medical school approved by the Liaison Committee on Medical Education (LCME) or the American Osteopathic Association. The application for membership in this category shall be endorsed by the chair of the department of anesthesiology of the applicant's medical school certifying compliance with this requirement.

LOCATION OF PRINCIPAL PROFESSIONAL ACTIVITY

Section 2.04. Unless otherwise described in these Bylaws, the term "location of principal professional activity" is defined as the place where a member performs most professional duties, as distinguished from the place of residence or location of temporary or other professional pursuits.

In the event of uncertainty or dispute as to the location of principal professional activity, the matter shall be referred to the Committee on Membership of this Society for a ruling, and its decision shall be final.

APPLICATION FOR MEMBERSHIP

Section 2.05. Application for membership shall be submitted to the Executive Office on a form provided by this Society.

ENDORSEMENT OF APPLICATION

Section 2.06. Application for membership in the Society in the various categories of membership shall be endorsed as follows:

Section 2.06-1. Affiliate Membership. By two voting or Affiliate members of this Society who are personally acquainted with the applicant.

Section 2.06-2. Resident Membership. By a member of this Society who is in charge of the training program of the applicant and who certifies that the applicant is not engaged in unsupervised administration of anesthesia for which a charge is made to the patient.

Section 2.06-3. Medical Student Membership. By a member of this Society who is the chair of the department of anesthesiology of the applicant's medical school who certifies that the applicant is a fulltime student.

APPROVAL FOR MEMBERSHIP

Section 2.07. Application for membership shall be considered by the Committee on Membership which shall investigate each applicant. Applicants approved by the Committee shall assume membership upon completion of the requirements for membership provided in these Bylaws, including payment of appropriate assessments.

Section 2.07-1. Enrollment. New members shall be enrolled on the official membership roster.

RIGHTS AND PRIVILEGES

Section 2.08. Members in good standing of this Society possess rights and privileges as follows:

Section 2.08-1. Active and Life members shall be entitled to full privileges of the Society.

Section 2.08-2. Retired-State members shall be entitled to all benefits and privileges of the Society but shall be exempt from the payment of assessments and shall not serve as officers, delegates, directors or committee chairs.

Section 2.08-3. Honorary, Retired-National, and Retired-Disabled members shall be entitled to all the benefits and privileges of the Society, but shall not serve as officers, delegates, directors or committee chairs.

Section 2.08-4. Affiliate, Resident and Medical Student members shall be entitled to all benefits and privileges of the Society except they shall not serve as officers, delegates, directors, or committee chairs; nor shall they vote in any referendum.

MAINTENANCE OF OTHER MEMBERSHIPS

Section 2.09. All Active, Resident, Medical Student and Retired members of this Society are required to maintain membership in the ASA. Such members who fail to comply with this provision shall be expelled from this Society immediately upon notification from the ASA.

Section 2.09-1. Active and Resident members of this Society are required to maintain membership in the district section having jurisdiction over the location of their principal professional activity.

RESIDENT COMPONENT

Section 2.10. A special component of this Society shall consist of Resident members of the AzSA to encourage resident participation, to develop young leaders with experience in organized medicine, and to improve resident awareness of the role of the American and Arizona Societies of Anesthesiologists in the evolution of the specialty of anesthesiology.

Section 2.10-1. Membership. Membership shall be restricted to Resident members of this Society as defined in Section 2.03-5.

Section 2.10-2. Governing Council. Officers shall be Chair, Vice-Chair and Secretary who shall comprise the Governing Council and direct the activities of the Resident Component. Additional officers and/or members may be added to the Governing Council by vote of the membership of the Component.

Section 2.10-3. Meetings. The Resident Component shall meet at the time of the Annual Meeting of the Society and at such other times as called by The Governing Council.

Section 2.10-4. Delegates. The Chair and Vice-Chair of the Arizona Resident Component shall serve as Delegate and Alternate Delegate, respectively, to the Resident Component of the ASA.

Section 2.10-5. Terms of Office/Elections. Officers shall serve one-year terms, beginning at the close of the Annual Meeting during which they are elected. The Resident Component shall elect members of the Governing Council during its Annual Meeting. Candidates for Chair and Vice Chair shall have at least 12 months remaining eligibility as a Resident Member of this Society.

Section 2.10-6. Vacancies. Vacancy in the office of the Chair shall be filled by the promotion of the Vice-Chair. Other vacancies by the Governing Council will be filled by the Chair with the approval of the remaining members of the Governing Council.

If the Chair/Delegate is unable to attend the meeting of the ASA Resident Component, the Arizona Resident Component shall be represented by the Vice Chair/Alternate Delegate. If both the Chair and Vice-Chair are unable to attend of the ASA Resident Component, The Chair may appoint an Acting Resident Delegate for that meeting with the approval of the Governing Council.

CENSURE, SUSPENSION, AND EXPULSION

Section 2.11. A member of this Society may be censured, suspended, or expelled for good cause.

Section 2.11-1. Causes.

- a) Expulsion from the American Medical Association or any of its constituent associations.
- b) Revocation or suspension of a member's license to practice medicine by a regularly constituted state authority.
- c) Conviction in a court of law of a felony or an offense involving moral turpitude.
- d) Conduct unbecoming a physician.
- e) Any cause or act which is detrimental to this Society.
- f) Failure to abide by the provisions of these Bylaws.
- g) Violation of the Standards of professional conduct of this Society.

Section 2.11-2. Investigation. Investigations and hearings involving of a member of this Society shall be conducted in accordance with

EFFECT OF SUSPENSION AND EXPULSION

Section 2.12. Suspension or expulsion affects the status of a member of this Society as follows:

Section 2.12-1. Suspension. Suspension of a member shall be for a definite period of time and may, at the sole discretion of the Board of Directors, be commuted at any time.

During the period of suspension, the member shall not be entitled to exercise any of the rights or privileges of membership. If the suspended member is an Officer, Director, Delegate, or member of the Judicial Committee of this Society, the Board of Directors may, at its discretion, declare the position vacant.

Section 2.12-2. Expulsion. All rights and privileges of a member in this Society cease upon termination of membership or expulsion. Any office held by such member in this Society thereupon becomes vacant.

REINSTATEMENT

Section 2.13. A member of this Society who has been dropped or expelled from membership may be reinstated, provided application for membership is made in the same manner as provided in these Bylaws for an original application for membership, and any assessments in arrears at the time membership ceased are paid and reinstatement is approved by the Board of Directors.

A member who has been suspended from membership shall automatically be reinstated at the termination or communication of the suspension. However, if the suspended member was an Officer, Director, Delegate, or member of the Judicial Committee, and the position had been declared vacant, the member shall not resume the position upon reinstatement.

ANNUAL ASSESSMENT FOR DUES

Section 2.14. Active Members. The amount of the annual assessment

for Active members shall be determined by the Board of Directors after consideration of the annual budget for the next year.

Affiliate Members. The amount of the annual assessment for Affiliate members shall be one-half of the amount of the annual assessment for Active members.

Resident and Medical Student Members. The amount for Resident and Medical Student members shall be determined by the Board of Directors after consideration of the annual budget for next year.

Honorary, Retired, and Life Members. These categories shall not be required to pay annual or special assessments.

Section 2.14-1. New Members. Applicants whose member applications are accepted prior to July 1 of a year shall pay the full amount of the annual assessment for their category of membership for that year. Applicants whose membership applications are accepted after July 1 shall pay one-half (1/2) of the annual assessment of their category of membership for that year.

Section 2.14-2. Dues. Annual assessments shall be due and payable on January 15 for that calendar year. If a member has not paid the annual assessment by March 31 of that year, notification will immediately be sent that membership in this Society will be terminated unless payment is received by May 1.

Section 2.14-3. Reinstatement. A member whose membership has lapsed by reason of non-payment of assessments may be reinstated by paying the amount of assessments in arrears.

The Board of Directors may waive the necessity for payment of assessment in arrears if it finds that unusual circumstances make that action advisable.

Section 2.14-4. Refunds. If a member ceases to be a member for any

reason other than suspension or expulsion before July 1, one-half of the annual assessment will be refunded upon application to the Executive office.

Section 2.14-5. Illness. When, because of serious illness or injury, a member is prevented from pursuing the practice of medicine for more than six months, and upon application on behalf of the member, one-half of the annual dues will be waived or refunded as may be appropriate. If such disability persists, one-half of the annual dues shall be waived or refunded for each additional six month period of disability.

CHAPTER III

OFFICERS

Section 3.01. The officers of this Society shall be President, President-Elect, Vice-President, Secretary, and Treasurer.

REQUIREMENTS

Section 3.02. Active members who have been in good standing for three years are eligible for election as an officer of this Society.

ELECTION

Section 3.03. The officers shall be elected by the Society membership at each Annual Meeting.

TERMS OF OFFICE

Section 3.04. The terms of office of the President, President-Elect and Vice-President shall be for one year starting at the close of the Annual Meeting of which they were elected until the close of the following session.

Section 3.04-1. The terms of office of the Secretary and Treasurer shall be for a term of two years which will commence at the close of the Annual Meeting at which they were elected.

LIMITATION OF TERMS

Section 3.05. No member be elected to serve consecutive terms of President or President-Elect of this Society.

DUTIES OF OFFICERS

Section 3.06. The officers of this Society are charged and entrusted as follows:

Section 3.06-1. President. It shall be the duty of the President to counsel with all officers, committees and members toward the best interests of the public, and this Society; to attempt to further the aims and the activities of this Society to the fullest extent; and to perform such other services as custom, necessity and parliamentary usage require.

The President shall appoint all committees, except as otherwise provided; and in addition to being a member and the presiding officer of the Board of Directors, shall be an ex-officio member of all committees.

Section 3.06-2. President-Elect. The President-Elect shall become familiar with the personnel and work of the various committees and of the Society in general; shall be ready to counsel with the President on matters affecting the future of this Society; and shall otherwise prepare to resume leadership of this Society at the proper time.

Section 3.06-3. Vice-President. The Vice-President shall assist the President in the administration of the affairs of this Society; shall preside in the President's absence at the meetings of this Society or the Board of Directors; and shall represent the President when requested at meetings, committee meetings or other functions.

Section 3.06-4. Secretary. The Secretary shall supervise and

handle the secretarial duties of this Society, and shall act as the corporate secretary insofar as the execution of official documents or institution of official actions are required. The Secretary shall perform such other duties as are assigned by these Bylaws and by the Bylaws of the ASA.

Section 3.06-5. Treasurer. The Treasurer shall receive, disburse, manage and account for all funds of this Society, as directed by the Board of Directors.

VACANCIES

Section 3.07. If for any reason an officer becomes unable or unwilling to perform the functions of the office or moves from the jurisdiction of the constituent area from which elected, such office shall be declared vacant. Vacancies in the office shall be filled in the following manner:

Section 3.07-1. President. The President-Elect shall immediately assume office.

Section 3.07-2. President-Elect. The vacancy shall remain unfilled until the next Annual Meeting, at which time the Society membership shall elect a President and President-Elect.

Section 3.07-3. Vice-President. The Board of Directors shall elect a successor to fill the vacancy until the close of the next Annual Meeting.

Section 3.07-4. Secretary. The President shall appoint, from the Board of Directors, a successor to fill the vacancy until the close of the next Annual Meeting. The successor Secretary will assume all duties of Secretary of this Society. This office will become eligible for election at the next Annual Meeting irrespective of the current term expiration.

Section 3.07-5. Treasurer. The President shall appoint, from the Board of Directors, a successor to fill the vacancy until the close of the next Annual Meeting. The successor Treasurer will assume all duties of Treasurer of this Society. This office will become eligible for election at the next Annual Meeting in respective of the current term expiration.

CHAPTER IV

Board of Directors

COMPOSITION

Section 4.01. The Directors of this Society shall consist of officers, immediate Past-President, and nine other members who shall be representatives of the three Districts of Arizona.

Section 4.01-1. No member shall hold simultaneously more than one position on the Board of Directors.

DISTRICT DIRECTORS

Section 4.02-1. Three Districts shall be created by division of the State of Arizona by counties. These Districts shall be named and designated as follows:

North Central District (Maricopa, Gila)

South Center District (Pima, Pinal, Santa Cruz)

East/West District (Coconino, Mohave, Yuma, La Paz, Yavapai, Cochise, Graham, Greenlee, Navajo, Apache)

Section 4.02-2. Director representatives from the three Districts shall be apportioned as follows: North Central District-five, South Central District-three, and East/West District-one. The executive committee shall review District apportionment at periodic intervals to assure equitable representation.

Section 4.02-3. Duties. District Directors shall represent their

District on the Board of Directors. They shall attend Board meetings, report to the members of their District the actions of the Board, and perform such other duties as may be provided in these Bylaws or requested by the officers of the Society.

Section 4.02-4. Election. District Directors shall be elected by the Society membership at the Annual Meeting in the same manner as officers.

Section 4.02-5. Terms of Office. The term of office of each Director shall be two years, commencing at the close of the Annual Meeting at which elected. In Districts with more than one Director, the terms of office shall be staggered so that at least one Director is elected each year.

At the first election following adoption of this Section, all District Director positions shall be elected. In Districts having more than one Director, one-half of the positions (or one-half plus one, in Districts with an odd number of Directors) shall be elected for two years and the other half for one year. The two year terms of office shall be assigned to the candidates receiving the highest number of votes.

Section 4.02-6. Vacancies. If for any reason a Director becomes unable or unwilling to perform the function of the office or is removed from office or moves from the jurisdiction of the constituent area from which elected, the office shall be declared vacant. A successor shall be elected for the unexpired term of office at the next Annual Meeting. If a Director is elected to another position on Board of Directors, a successor shall be elected to the unexpired term of office at the same Annual Meeting.

PURPOSE

Section 4.03. The Board of Directors shall have general charge of

all the business affairs of this Society in the interim between the Annual Meeting of the Society, unless a special session should be called. To this end the Board of Directors, or the Executive Committee of the Board of Directors, may take any action not in conflict with a former action of the Society as may be necessary to meet previously unforeseen situations, and may exercise in such cases the full power of the Society; provided that the Board of Directors or the Executive Committee may not act to bind this Society in any way beyond the next session of the Society.

GENERAL POWERS AND DUTIES

Section 4.04. The Board of Directors shall make inquiry concerning the practice of anesthesiology in this state, and shall have authority to adopt such methods as may be deemed most efficient for improving and increasing interest in the specialty of anesthesiology.

It shall encourage postgraduate and research work and shall endeavor to have the results intelligently discussed and utilized.

Section 4.04-1. Financial. All monies of this Society received by the Board of Directors, or its authorized representatives, must be duly accounted for and paid to the Treasurer. The Board of Directors shall have the power to inspect and audit the accounts of the Treasurer, other officers, the committees or other officials of this Society at any time and shall see that annual reports are made to the Society on all matters pertaining to the finances or expenditures of this Society.

Section 4.04-2. Committees. The Board of Directors shall have the power to create committees from its number, and to endow them with authority to act in the interim between meetings of the Board of Directors upon specific matters which would ordinarily require special meetings of the Board of Directors. These committees may be augmented by appointment of additional members of this

Society who are not members of the Board of Directors.

Section 4.04-3. Board of Censors. The Board of Directors shall be the Board of Censors of this Society and may convene as such on direction of the President of the Society. It shall consider all questions of a professional nature involving the rights and standings of members, whether in relation to this Society, or to other members, or to District Societies.

MEETINGS

Section 4.05. The Board of Directors shall meet annually prior to each Annual Meeting and shall hold at least one interim meeting between Annual Meetings.

Section 4.05-1. Presiding Officer. The President shall serve as the presiding officer of the Board of Directors, except as otherwise provided in these Bylaws.

Section 4.05-2. Quorum. The majority of the members of the Board of Directors shall constitute a quorum.

Section 4.05-3. Voting Members. All members of the Board of Directors shall have the same voting privileges.

Section 4.05-4 Additional Meetings. Other meetings of the Board of Directors may be called at any time during the year by the President upon reasonable notice, or upon petition of three members of the Board of Directors.

Section 4.05-5. Guests. The following shall be invited to attend and participate in all Board of Directors meetings without vote: Delegates and Alternate Delegates from the AzSA to the ASA, Chairs of all Standing Committees, Chair of the Arizona Resident Component, and the Director and Alternate Director of the District of the ASA to which this Society belongs.

EXECUTIVE COMMITTEE

Section 4.06. The Executive Committee of the Board of Directors shall have authority to act in the interim between meetings of the Board of Directors upon all matters which would ordinarily require approval by the Board of Directors, and which have not been delegated elsewhere by these Bylaws.

Section 4.06-1. Composition. The Executive Committee of the Board of Directors shall be composed of the President, the President-Elect, the Immediate Past-President, the Vice-President, the Secretary and the Treasurer.

Section 4.06-2. Meetings. Meetings of the Executive Committee shall be held upon the call of the President. The President shall serve as the presiding officer. Four members of the Executive Committee shall constitute a quorum.

Section 4.06-3. Reports. At each meeting of the Board of Directors, the Executive Committee shall submit a detailed report of its activities since the preceding meeting of the Board.

TRAVEL EXPENSES

Section 4.07. Except for meetings held in conjunction with the Annual Meeting of the Society, the members of the Board of Directors shall receive reimbursement toward travel expenses incurred in attending meetings of that body.

CHAPTER V

Delegates and Alternate Delegates to the ASA

ELIGIBILITY

Section 5.01. The Delegates and Alternate Delegates to the ASA, from the AzSA, shall be voting members of this Society in good standing.

ALLOCATION

Section 5.02. The number of Delegates and Alternate Delegates elected by the AzSA to the ASA, shall be established in the manner provided by the Bylaws of the ASA.

ELECTION

Section 5.03. Delegates and Alternate Delegates to the ASA, shall be elected at the Annual Meeting of the AzSA from among the duly elected members of the AzSA.

TERMS OF OFFICE

Section 5.04. Delegates shall serve for three years and Alternate Delegates shall serve for one year. The terms of office shall begin at the close of the Annual Meeting of the AzSA following the election and end at the close of the third following Annual Meeting of the AzSA for Delegates and at the end of the next Annual Meeting of the AzSA for Alternates following their elections.

DUTIES

Section 5.05. Delegates of this Society are charged with the responsibility of attending each meeting of the House of Delegates of the ASA, or of otherwise making certain that this Society is represented therein. A Delegate who fails this responsibility either by not attending without sufficient cause or who fails to notify an Alternate Delegate or the Secretary of the AzSA of the possible or impending absence in reasonable time shall forfeit the right to hold office or be eligible for election during the ensuing two years.

Delegates and alternates shall, whenever possible, counsel with the officers and Board of Directors of the Society on all matters pending in the House of Delegates of the ASA, in the interest of making certain that the action taken therein is in accord with the desires of the Society.

ALTERNATES

Section 5.06. In the event a delegate is unable to attend a meeting or session of the House of Delegates of the ASA, any elected alternate shall be eligible to serve during that meeting, as provided in the Bylaws of the ASA.

VACANCIES

Section 5.07. When a vacancy occurs in the office of Delegate to the ASA, the President of the AzSA shall fill the vacancy from the Alternate Delegates until the next Annual Meeting, at which time a successor shall be elected for the unexpired term.

CHAPTER VI

Director and Alternate Director to the ASA

ELIGIBILITY

Section 6.01. The Director and Alternate Director from the AzSA to the ASA, shall be voting members of this Society in good standing for at least two years prior to their election.

DUTIES

Section 6.02. The Director shall:

- a. Serve on the Board of Directors of the ASA.
- b. Present an annual report to the House of Delegates of the ASA.
- c. Report to the members of the Director's component, the actions of the Board of Directors.
- d. Perform such other duties as are provided in these By-laws.

ALLOCATION

Section 6.03. The number of Directors and Alternate Directors elected by the AzSA to the ASA shall be established in the manner

provided by the Bylaws of the ASA.

ELECTION

Section 6.04. Directors and Alternate Directors to the ASA shall be elected at the Annual Meeting of the AzSA from among the duly elected members of the AzSA.

FAILURE TO ELECT

Section 6.05. If a Director or Alternate Director has not been elected prior to the Annual Meeting of the Board of Directors, the incumbents shall continue in office for one year or until successors are elected.

TERMS OF OFFICE

Section 6.06. The term of office of each Director and Alternate Director shall be three years and will commence at the close of the Annual Meeting of the House of Delegates following his or her election and end at the close of the third following Annual Meeting of the House of Delegates.

VACANCIES

Section 6.07. Vacancies in the office of Director shall be filled automatically by an Alternate Director. All election to fill the Alternate Director' s office shall be held according to Section 6.04.

CHAPTER VII

Annual Meeting and Special Sessions

ANNUAL MEETING

Section 7.01. The Society shall hold an Annual Meeting at such time and place as has been fixed by the Board of Directors. In the event of change, due notice shall be forwarded to the membership

as early as possible, and not less than three weeks before the new date selected.

REGISTRATION

Section 7.02. Every member attending an annual or special session shall be officially registered.

GUESTS

Section 7.03. Any person may become a guest of this Society during the Annual Meeting upon invitation of an officer or director, and shall be accorded the privileges of participating in the functions of the session, except voting.

ORDER OF BUSINESS

Section 7.04. The order of business, papers and discussions at the general or special meeting shall be followed exactly as fixed in the agenda except when otherwise ordered by a two-thirds (2/3) vote of the members presents.

RESOLUTIONS

Section 7.05. All resolutions and similar official actions issued to the public or to other organizations in the name of the Society shall first be approved by the membership or the Board of Directors.

SPECIAL SESSIONS

Section 7.06. Special sessions of the membership of this Society may be called by the President upon approval by the Board of Directors. Special sessions shall be held at the time and place fixed by the Board of Directors. Notice of special sessions and the subject or subjects to be presented shall be forwarded to each member of the Society at least thirty days in advance of the date established for the meeting.

PUBLICATION

Section 7.07. A summary of the proceedings and minutes of Annual and Special Sessions shall be published following each meeting. A copy shall be sent to each member of the Society, filed in the Society archives and forwarded to the ASA.

CHAPTER VIII

Elections

ELECTION PROCEDURE

Section 8.01. Balloting. Election of Officers and Delegates by the membership shall be by secret ballot unless a single candidate is nominated for an office, whereupon the vote may be taken *viva voce*. A majority of the votes cast shall be necessary to elect. If on any ballot no nominee shall receive a majority, the name receiving the smallest number of votes shall be dropped, and the balloting shall proceed in that manner until a majority is obtained.

Section 8.02. Nominations. The Board of Directors, acting as a nominating committee, shall present to the membership, a slate of nominees consisting of at least one candidate for each office to be elected during that Annual Meeting. Additional nominations for any office may be made from the floor of the meeting.

CHAPTER IX

Committees

COMPOSITION

Section 9.01. The Standing and Special Committees of the Society shall be composed of members of the Society appointed by the

President except as otherwise provided in these Bylaws.

TERMS OF OFFICE

Section 9.02. The terms of office of the Chair and the members of Standing and Special Committees shall be for the term for which the President appointing them was elected, unless otherwise provided in these Bylaws. If a vacancy develops in the position of committee chair or committee member, or if the President determines that a committee chair or committee member is incapable of performing the assigned duties, that position shall be filled or that person replaced by the President directly or as prescribed elsewhere in the Bylaws until such time as the President shall determine that said person is again able to assume all their duties and responsibilities.

PURPOSE

Section 9.03. It should be in the aim and purpose of committee work and committee appointments to equitably divide and increase the responsibility of the work of the Society among the individual members, thereby stimulating their personal efforts toward betterment of all conditions affecting physicians as individuals and this Society as a whole.

A committee may undertake no function outside of those authorized by these Bylaws without approval by the Executive Committee or the Board of Directors.

REPORTS

Section 9.04. Each committee shall submit a written report in duplicate to the Secretary not later than ten weeks before each Annual Meeting and shall submit such other reports as the Board of Directors may require.

EXPENSES

Section 9.05. Expenditures by committees for activities or projects may be anticipated and included in the annual budget of the Society for presentation and approval of the Society by the Board of Directors. Other expenditures shall not be made, nor other obligations incurred without the consent and approval of the President. Statements for approval of expenditures shall be certified by the Chair of the various committees and forwarded to the Treasurer for payment.

STANDING COMMITTEES

Section 9.06. The Standing Committees continue from year to year. Upon assuming office, the President shall appoint the Chairs of each Standing Committee and the members of each committee upon the recommendation of the Chair.

The Standing Committees of this Society are:

Section 9.06-1. Committee on Bylaws and Rules.

Composition: Three (3) or more members, preferably at least one (1) of whom was a member of the retiring committee.

Duties: Consider matters pertaining to the Bylaws and Rules, and to makes such recommendations as may arise therein in order to further the work of this Society.

Section 9.06-2. Committee on Membership.

Composition: This committee shall consist of four (4) or more members including the Secretary, who shall serve as Chair, two (2) members of the Board, and a member-at-large; preferably at least one (1) of whom was a member of the retiring committee.

Duties: The committee on membership shall meet annually. The

committee will make investigations and recommendations concerning applicants for the categories of membership elsewhere provided in these Bylaws, and to encourage qualified membership in the medical profession to apply for membership in the Society.

Section 9.06-3. Judicial Committee.

Composition: This committee shall consist of five (5) members. Each member shall be appointed for a period of five years. The term of office of one member shall expire at the close of each Annual Meeting. A new member shall be appointed by the new President to begin duties at the close of the Annual Meeting in which appointment is made. Only Active members in good standing for a period of ten (10) years shall be appointed to this committee. The committee members shall select the Chair. No member of this committee shall hold any elective office in this Society except that of delegate or alternate delegate to the ASA.

In the event of a vacancy, the President shall appoint an Active member who has been in good standing for ten (10) years to complete the unexpired term.

Three members of the Judicial Committee present at a formal meeting shall constitute a quorum, and any final action taken by the committee shall require a majority of the members present.

Duties: Shall consider all matters concerning the ethics and professional conduct of members of this Society in accordance with Chapter II of these Bylaws.

Section 9.06-4. Committee on Continuing Medical Education and Annual Sessions.

Composition:

A) The **General Chair** shall be appointed by the President upon

recommendation of the preceding General Chair and the preceding Executive Group of the Committee on Annual Sessions. The General Chair shall serve for three (3) years. He/she preferably shall have been a member of the Committee on Annual Sessions for three (3) years.

B) The **Chair of the Scientific Programs** shall be appointed by the President for a period of one (1) year upon recommendation of the General Chair and the Executive Group. He/she preferably shall have been a member of the Committee on Continuing Medical Education and Annual Sessions for at least three (3) years. He/she shall recommend the appointment of such subcommittees and members necessary for the proper presentation of the scientific programs.

C) The **Business Manager** of the Committee on Annual Sessions shall be appointed by the President annually upon the recommendation of the General Chair. He/she shall supervise the business affairs and review all the contracts necessary for the organization of the Annual Session.

D) The **Executive Group** shall consist of the General Chair, the Scientific Programs Chair, the Business Manager, the President, the President-Elect, the Vice President, the Treasurer and the Executive Director. The General Chair shall preside at its meetings at which all business pertinent to the Annual Session shall be conducted. The Scientific Programs Chair shall preside in his/her absence.

E) All **other** subcommittees of the Committee on Annual Sessions and their chairs shall be selected by the General Chair.

Duties: Plan and organize the Annual Session. Such organization shall be completed at least sixty (60) days prior to each Annual Session. Close liaison shall be maintained with the Committee on

Communications and Publications.

Section 9.06-5. Committee on Communication and Publications.

Composition: The Editor of the AzSA Newsletter, appointed by the President, the President, the Webmaster, and two (2) or more Associate Editors appointed by the Editor with approval of the President.

Terms of Office: The terms of office of the Editor and Associate Editors is for two (2) years commencing at the close of the Annual Session at which the appointment is effective.

Duties: The Editor shall be responsible for publishing a quarterly Newsletter, which will be the official publication of the AzSA. This includes editing and overseeing the compilation, publication, distribution and business arrangements of the AzSA Newsletter, which shall be the official publication of this Society. The Webmaster shall be responsible for website management, including structure and format, and shall report to the Editor.

The Committee on Communications and Publications shall publish all important notices and pertinent information regarding the Society in the AzSA Newsletter for the information of the membership. The AzSA Newsletter and Website content shall be reviewed by the President prior to distribution to its members.

Section 9.06-7. Committee on Government, Legal and Economic Affairs.

Composition: A chair and vice-chair appointed by the President, the President, the President-Elect, the Vice President and three (3) or more members, at least one (1) of who shall have served on the retiring Committee.

Duties: Consider matters pertaining to the legal affairs of the Society in relation to the public, to other organizations, and to its members. Consider matters of pertinence to anesthesiologists arising in the State or Federal Legislatures. Consider matters affecting the economic status of the practice of anesthesiology. Advise and make reports and recommendations to the Executive Committee and the Board of Directors in regard to these matters.

Term of Office: The term of office for the chair and designated officers of the society will be for one (1) year; the chair can be reappointed at the discretion of the President. The three (3) at-large members of the committee will have terms of three (3) years each. Appointments will be staggered to insure continuity. Initially, one member will be appointed for three (3) years, one member for two (2) years, and one member for one (1) year. At-large members can be reappointed no more than two (2) additional terms of office to ensure broad representation of the membership in the activities of the committee.

Section 9.06-8. Committee on Finance and Administration.

Composition: The Treasurer, who shall serve as chair, the Immediate Past President, and three (3) additional active members of the society who are knowledgeable about finance and administrative affairs. The President may appoint additional members for a one (1) year term.

Duties:

- A. Review the annual budget submitted by the AzSA Treasurer; forward the annual budget to the Board of Directors with a recommendation regarding approval.
- B. Review quarterly financial statements and year-end audit results.
- C. Review all contracts of the AzSA that are longer than one (1) year and/or obligate the organization to an expense

greater than \$5,000 per year.

- D. Develop and revise the investment strategy for the AzSA consistent with the goals and responsibilities of the society, recommend the strategy to the Board of Directors, and oversee the investment activities of the AzSA.
- E) Report to the Executive Committee regarding all financial and administrative matters on a regular basis and whenever any regularities are identified.

Term of Office: The term of office of chair will be for two (2) years. The term of the Immediate Past President will be for one year. The three (3) at-large members of the committee will have terms of three (3) years each; appointments will be staggered to ensure continuity. Initially one member will be appointed to a one (1) year term, one member to a two (2) year term, and one member to a one (3) year term. At-large members can be reappointed to no more than two (2) additional terms of office to ensure broad representation of the membership in the activities of the committee.

9.06-9. Committee on Distinguished Service Award.

Definition: The Society has established the Distinguished Service Award to honor individuals who have provided exceptional service to the ASA and to the profession of anesthesiology in the State of Arizona.

Composition: The four (4) members of this Committee shall, as far as possible, consist of the three (3) most recent Past-Presidents and the District Director. The President shall name the Chair each year.

Duties: Nominations for the Distinguished Service Award may be submitted by members of this Society to the Distinguished Service Award Committee on an approved form, together with a current

curriculum vitae of the nominee, at least sixty (60) days prior to the Annual Meeting of this Society. The Committee shall review the names of nominees submitted and may recommend to the Board of Directors the name of no more than one (1) candidate. Selection of a candidate shall require a three-fourths (3/4) vote of the full Committee.

Should the Committee select a candidate to enter into nomination, such name shall not be disclosed until placed into nomination before the Board of Directors.

Final selection of the recipient of the Distinguished Service Award shall be made by the Board of Directors by secret ballot and shall require a two-thirds (2/3) vote of those seated at the Board. Final ratification of the selection shall occur by a majority vote of members at the Annual Meeting.

Replacement: In the event of the death or resignation of a member of the Committee, the President of this Society shall appoint a replacement to fill out the remainder of the term. If possible, a Past-President shall be appointed to fill the vacancy.

9.06-10. Committee on Residents and Medical Students Section.

Composition: Three (3) or more members, preferably actively involved in academic training, the President of the Resident Component, and a Medical Student Representative.

Duties: To serve as liaison and support for the Residents and Medical Students Section.

SPECIAL COMMITTEES

Section 9.07. The Special Committees of this Society are those appointed by the President for specific purposes during the President's term of office; however, they shall not receive assignments that conflict with or duplicate the functions of any Standing Committee.

CONFLICT OF INTEREST

Section 9.08. If the chair or member of a committee has a known or perceived conflict of interest as it pertains to the business of the Society, that individual is to excuse himself/herself, allowing the remaining members to represent the interest of the component.

CHAPTER X

Discipline

MEDICAL ETHICS

Section 10.01. The Principles of Medical Ethics of the American Medical Association or any statements of principle or policy by this Society or by the ASA, as the same may be amended from time to time, or of any Bylaws, rule, regulation or resolution of this Society or of the ASA, shall be binding upon the membership of this Society. In the event of any contradiction among these various principles, those of this Society shall take precedence and then those of the ASA, shall take next precedence.

JUDICIAL COMMITTEE

Section 10.02. Specific complaints or charges of unethical conduct on the part of a member shall be referred to the Judicial Committee by the President or Secretary. A specific complaint shall consist of a written, signed accusation naming the accused and including the particulars of the breach of ethics involved. Such complaints may be made by any member, by the general public, by the President in the name of the Society, or by the Board of Directors.

Section 10.02-1. Investigation. The Judicial Committee shall examine and investigate the member's professional conduct. If a majority of the members of the Committee shall determine that there is substantial basis for a charge of professional misconduct and that the charge, if sustained, would constitute a cause for disciplinary action under these Bylaws, then said Committee shall direct the member to appear before it at a hearing.

Section 10.02-2. Notice of Charge. At least fifteen days before the date

of said hearing, the Judicial Committee shall give written notice of the charges made against the member and of the time and place of the hearing with respect thereto, by mailing said notice by registered mail to the member' s last address as it appears on the records of the Society.

Section 10.02-3. Hearing. At the hearing, the member and the Judicial Committee may be represented by legal counsel and may call and cross examine witnesses and produce evidence pertaining to the charges. The Judicial Committee, by letter signed by its Chair or by two of its members, may, upon not less than ten days' notice, direct any member of the Society to appear before it at a hearing to give evidence with respect to the charges. Failure of a member to respond to such summons without satisfactory excuse shall be cause for discipline under these Bylaws. All witnesses, including the accused if testifying, shall be duly sworn before a notary public or other officer duly authorized to administer oaths in the county in which the hearing is held. The Judicial Committee is authorized in its discretion to reimburse witnesses who are not members of the Society for expenses actually incurred in attending the hearing. All evidence or information given to or before the Judicial Committee shall be privileged. The proceedings at each hearing shall be reported and upon payment of the cost thereof, the accused shall be entitled to a copy of such report.

Section 10.02-4. Degree of Discipline. There shall be three degrees of discipline: (1) censure; (2) suspension from the right and privileges of membership; (3) expulsion from membership. The imposition of discipline may be suspended upon such terms and conditions as may be specified.

Section 10.02-5. Findings. After the conclusion of the hearing, the Judicial Committee shall make its findings of fact concerning the charges. A finding by the Judicial Committee that the member has not violated any principle, policy or any matter referred to in Section 9.01 of this Chapter shall be final and conclusive. If the Judicial Committee shall find such a violation, it shall submit its findings to the Board of Censors in writing, together with its recommendations concerning the discipline, if any, to be imposed upon the member, and a copy of the

stenographic report of the proceedings held before it in the matter.

Section 10.02-6. Notification. The Judicial Committee shall in every case serve upon the member a copy of its findings of fact and recommendations, if any, by mailing said copy by registered mail to the member's last address as it appears on the records of the Society.

BOARD OF CENSORS

Section 10.03. If the member shall feel aggrieved either by the findings of fact or by the recommendation of the Judicial Committee, the member may obtain a hearing before the Board of Censors which shall consist of the Board of Directors.

Section 10.03-1. Appeal and Bond. A written application for such a hearing must be filed with the Secretary of the Society at any time within twenty days after the Judicial Committee shall have mailed to the member a copy of its findings of fact and its recommendations. In such application the member shall specify which of the findings of fact or recommendations are disputed. Such application shall be accompanied by a penal bond in the sum of \$1000. If, after such hearings, the findings of fact of the Judicial Committee shall be affirmed and its recommendations accepted, the member shall forfeit to the Society all or such share of said bond as shall represent the necessary expenditures on the part of the Society incident to such appeal. If the appeal of the member is upheld, the bond shall be refunded in entirety.

Section 10.03-2. Hearing. At the hearing before the Board of Censors, the member shall have the right to appear in person and to be represented by legal counsel. No evidence shall be taken at said hearing which shall be based only on the notice of charges served on the member, the minutes of the proceedings before the Judicial Committee, and the application for the hearing. In its discretion the Board of Censors may remand the matter to the Judicial Committee to take further testimony or such other proceedings as it may direct.

Section 10.03-3. Findings. After the conclusion of such hearings the

Board of Censors shall, provided it does not remand the matter to the Judicial Committee, make its own findings of fact to the extent it does not concur with the findings of fact of the Judicial Committee, and shall decree what discipline, if any, shall be imposed upon the member.

Section 10.03-4. Notice. Notice of the action of the Board of Censors in these respects shall be served upon the member by the mailing of written notice of such action by registered mail to the member's latest address as it appears on the records of this Society. In all instances notice of the action of the Board of Censors shall be served upon the Judicial Committee.

FINAL APPEAL

Section 10.04. If the member shall feel aggrieved by any final decision of the Board of Censors the member may appeal from such final decision to the ASA, in accordance with the Bylaws and resolutions of that Society. The imposition of discipline shall be stayed until the accused shall have exhausted the remedies on such appeal or shall have failed to perfect such appeal with the time allowed therefore.

PUBLICATION

Section 10.05. Notice of any disciplinary action taken pursuant to this Chapter shall be published in the official publication of the Society following final appeals to the ASA, if any, by the accused.

CHAPTER XI

Funds and Expenditures

FUNDS

Section 11.01. Funds of this Society shall be raised by annual per capita assessment on each class of membership as provided elsewhere

in these Bylaws. The amount of assessment shall be established in the manner provided in these Bylaws. Funds may also be derived by voluntary contributions, from bequests, patents and copyrights, by income from this Society's publications and in any other manner approved by the Board of Directors.

EXPENDITURES

Section 11.02. Funds may be appropriated by the membership at the Annual Meeting and by the Board of Directors to defray the expenses of this Society and for such other purposes as will promote the welfare of anesthesiology.

CHAPTER XII

Referendum

INITIATION

Section 12.01. The membership of the Board of Directors may, by a two-thirds (2/3) vote of members present and voting at a meeting thereof, order a general referendum on any question pending before those bodies.

VOTING PROCEDURE

Section 12.02. The question shall then be submitted to the voting members of this Society who may vote by mail. A valid referendum shall require a vote by at least one-third (1/3) of the members eligible to vote, and a majority vote of the members voting shall determine the question. The voting shall be considered completed at the end of thirty days from the day the question of the referendum is deposited in a United States Post Office.

Section 13.01-6. Vote. A two-thirds (2/3) majority vote of those present and voting, is necessary to amend these Bylaws under this section.

IMMEDIATE ACTION

Section 13.02. On the recommendation of the Board of Directors, these Bylaws may be amended by the membership at the annual session or

CHAPTER XIII

Amendments

METHOD

Section 13.01. These Bylaws may be amended by the membership at an Annual Meeting or at a special session called for the purpose as follows:

Section 13.01-1. First Reading. Proposed amendments may be introduced for a first reading to the membership at an Annual Meeting or at a special session called for that purpose. Amendments may be introduced by any voting member of the membership or by any committee of the Society by way of its report.

Section 13.01-2. Alterations. The membership may alter the proposed amendment in any manner by a majority vote of those present and voting and the final form shall constitute the amendment approved for a first reading.

Section 13.01-3. Publication. Amendments approved for a first reading shall be published at least thirty days prior to the next Annual Meeting or prior to a special session called for that purpose.

Section 13.01-4. Action. The proposed amendment shall be introduced for final action at the first Annual Meeting following the first reading or at a special session called for that purpose.

Section 13.01-5. Additional Alterations. The membership may alter the form of the first reading in any manner not exceeding the original intent by a majority vote of those present and voting. If a proposed alteration is challenged, the membership may overrule the challenge by a three-fourths (3/4) majority of those present and

special session called for that purpose at which the amendment is first introduced, provided the amendment is approved by a three-fourths (3/4) majority of those present and voting.

Membership Policy Statement

(Adopted by Membership February 26, 1982)

(Revised by Membership February 15, 2003)

It is the policy of the Arizona Society of Anesthesiologists (AzSA), to encourage the highest possible level of anesthesia care for the citizens of

Arizona and to encourage all anesthesiologists in Arizona to join the Society to help realize this goal. In a legal opinion rendered on 2 March 1981, regarding a membership dispute in the Nevada Component Society and in a telephone conversation on 26 January 1982, with the Secretary of its Society, Mr. Michael Scott, legal counsel to the American Society of Anesthesiologists (ASA), has stated unequivocally that, in his opinion, it would not be possible under ASA Bylaws for a component Society to have any requirements for membership which are not specifically set out in the ASA Bylaws. Consequently, changes in the AzSA Bylaws have been adopted to enable them to conform to ASA Bylaws. Since the revised membership requirements are rather broad and vague, the Board of Directors offers the following guideline to the Committee on Membership.

1. "Licensed Physicians" includes Doctors of Medicine and Doctors of Osteopathy but excludes dentists, veterinarians, non-physician scientists and other health professionals.
2. Affiliate membership may be offered to those who do not qualify as licensed physicians.
3. Licensed physician applicants whose principal professional activity is not the clinical practice of anesthesiology will be encouraged to join the Society as Affiliate members.
4. The Committee on Membership should continue to request evidence of successful completion of a training program in anesthesiology, accredited by the Accreditation Council for Graduate Medical Education (ACGME) or equivalent organizations, or the American Osteopathic Association (AOA) prior to approval of an application for Active membership. (Licensure in Arizona is specifically required in the Bylaws.)
5. A Resident member shall be a physician in full-time training in an anesthesiology department whose core residency program is accredited by the ACGME or the AOA. The Committee on Membership should continue to request endorsement by the Program Director, prior to approval of an application for Resident membership.