

Association of University Anesthesiologists

Bylaws

February 2006

ARTICLE I – NAME

- 1.00** The name of this corporation is the Association of University Anesthesiologists (hereinafter called the “Association”).

ARTICLE II – MISSION STATEMENT

- 2.00** The object of this Association shall be the advancement of the Art and Science of anesthesiology by: (1) the encouragement of its members to pursue original investigations in the clinic and in the laboratory; (2) the development of methods of teaching (anesthesia); and (3) (such) free and informal interchange of ideas.

ARTICLE III – MEMBERSHIP

3.00 Categories

The Association shall consist of active, senior, honorary and former members.

3.10 Active Members

An individual (a) who occupies and has occupied a faculty position in anesthesiology in a medical school or its affiliated teaching hospital in the United States or Canada for at least twenty-four months, following completion of residency training in, anesthesiology and (b) whose work as an anesthesiologist, teacher, or investigator has demonstrated success in academic anesthesia or who has shown a continued productive interest in and contribution to academic anesthesia may be nominated for election to the Association. However, (c) individual exceptions to the above residency qualification shall be made at the discretion of the Executive Council when one of the following two conditions applies: (1) when the candidate has had a course of graduate training in anesthesia of a high standard, or (2) when the candidate has shown a continued interest in and contribution to academic anesthesia.

3.11 Senior Members

3.111 A member who has been an active member for ten years or more, and who at the time of the regular meeting shall have retired from their faculty position of anesthesia in a medical school or its affiliated teaching hospital in the United States or Canada shall have the option to select senior membership and will be so designated upon application to the Council.

3.112 Senior members may enjoy all the privileges of active membership except those of voting, holding office, and paying dues.

3.113 It is understood that Senior members, as retired faculty who will no longer pay AUA dues, should not be compensated for full time services (regardless of Emeritus or other status) by their medical school, affiliated teaching hospital, or other employer.

3.114 Requests for Senior Status membership should be accompanied by a letter from the Department Chair, Dean, or Hospital Official to the AUA president confirming the employment status of the AUA active member.

3.13 Honorary Members

3.131 An individual who (a) does not qualify for active membership under Section 3.101 has made distinguished contributions to academic anesthesiology, and (c) provides the Council with written assurance of intention to meet the same attendance requirements as active members.

3.132 Honorary members will not be required to pay dues and shall enjoy all the privileges of other members except those of voting and holding office.

3.14 Former Members

Any active member who has changed either manner or place of practice and in doing has relinquished the qualifications for membership implied in Section 3.101 or who by virtue of the new situation is unlikely to pursue the object of the Association set forth in Section 2.00.

3.20 Procedure for Nomination

3.21 Active Membership

3.211 The secretary will invite nominations from the membership of the Association at least six months in advance of the next annual meeting.

3.212 A member of the Association must nominate a candidate by letter; the letter must be accompanied by the candidate's curriculum vitae and bibliography. Another member of the Association must submit a letter seconding the nomination. These letters should describe fully the past and present activities of the candidates as they bear on the object of the Association as presented in Article II. All nominating and seconding letters and documents will be submitted to the Secretary in the original at least four months before the date of the annual meeting of the Association at which the candidate is to be considered. Nominators shall be asked to provide references, including addresses, telephone numbers and e-mail address of referees, which may be used by Council members in verifying nominations.

3.213 No later than three months before the date of the next annual meeting of the Association, the Secretary will mail to all members the list of candidates to be considered for membership by the Executive Council and will invite confidential letters of comment, pro and con. Letters of comment will be submitted to the Secretary no later than two months before the date of the annual meeting of the Association.

3.214 Nominees not recommended for election may be re-nominated. The new nomination must contain evidence of additional qualifications for election.

3.22 Honorary Membership

3.221 The Association shall nominate and elect honorary members in the manner prescribed for the election of active members.

3.222 No later than three months before the date of the next annual meeting of the Association, the Secretary will mail to all members a summary of each Nominee's qualifications and supporting letter.

3.30 Procedure for Recommendation

3.301 Approximately one month before the annual meeting of the Association, the Secretary will distribute among individual members of the Council the complete files on the candidates being considered for active or honorary membership for the first time and any

new information on candidates being reconsidered. The members of the Council will carry out such additional investigations of the candidates as seem appropriate, and will come to the annual Council Meeting prepared to discuss the candidates. The Council will meet the day preceding the annual meeting of the Association.

3.302 The Council will then recommend for election those candidates who seem best qualified for election.

3.303 A nominee not recommended for election, or not elected, may be reconsidered at the next two subsequent meetings of the Council. Council will not reconsider candidates if the nominator or the nominator's designee fails to send a letter reaffirming support of the candidate and any other pertinent supporting information.

3.40 Procedure for Election

The Association will vote by secret ballot on the candidates recommended by the Council. The affirmative vote of two-thirds of the members present and voting will constitute election.

3.50 Dues

3.501 The Council shall determine the amount of dues and application fees and such earned fees or dues shall not be refundable.

3.502 There shall be no annual dues or assessments required of Senior and Honorary members.

3.503 Annual dues are payable on January 1 of each year.

3.504 A member shall be deemed delinquent if the dues are unpaid by March 31; and, after notification, and if delinquent on May 1, the member shall be dropped from membership in this Association.

3.505 A delinquent member may be reinstated by:

- a. Being re-nominated in the same category of membership.
- b. Paying all dues and assessments (if any) in arrears.

3.60 Termination of Active Membership

3.601 Upon presentation of valid evidence to the Secretary of the Association that any active member has changed either manner or place of practice, and in doing so has relinquished the qualifications from membership as implied in Section 3.10, or by virtue of this new situation is unlikely to pursue the object of the Association set forth in Article II, the following action shall be taken: After consideration of the case by the Council and upon order of the Council, the member under consideration will be notified by the Secretary that within one year cause should be shown why designation as former member should not be made. At the next annual Council Meeting following the original notification of the member, the Council will take final action in either so designating the member or in affirming active membership.

3.602 In the event of re-designation, the member shall be restored to the privileges of active membership upon request and the offer of evidence satisfactory to the Council that the member is once again engaged in the kind of activities the Association of University Anesthesiologists wishes to support.

3.603 The Council shall have the power to designate as a former member any active member who is absent from three consecutive meetings without justifiable excuse in writing to the Secretary.

3.604 The Council shall have the power to drop from the Association's rolls any member who for any reason fails to retain good standing in the medical profession.

ARTICLE IV – COUNCIL

4.00 Composition

4.001 The Council shall consist of the President, an Immediate Past President or – alternating years – a President-Elect, a Secretary, Treasurer and three Councilors-at-Large.

4.002 The editor of the Association's newsletter shall serve as an ex-officio member of the Council.

4.10 Duties

4.101 The Council shall consider matters to be presented to the Association-at-Large.

4.102 The Council shall act as a membership committee and shall recommend candidates for election, according to the procedure outlined in Article III. All resolutions shall be referred to the Executive Council and shall be presented to the Association for vote upon recommendation of the Council.

4.103 The Council shall exercise the full powers of the Association in the interim between meetings, except that it may not elect members, elect officers, or amend the Constitution and By-Laws. The Council shall report its actions taken under By-Law, and the deliberations leading thereto, to the Association prior to the next annual meeting.

4.20 Meetings of the Council

The Council shall hold its Annual Meeting at the time and place of the Annual Meeting of the Association.

4.30 Additional Meetings

4.311 The Council shall meet during the Annual Meeting of the American Society of Anesthesiologists.

4.312 The President may, with the approval of the officers, call additional meetings of the Council.

4.32 Quorum

Fifty percent (50%) of the voting members of the Council shall constitute a quorum.

4.40 Officers

The officers of the Association shall be the President, an Immediate Past President or – alternating years – a President-Elect, a Secretary and Treasurer.

4.41 Duties

4.42 President

The President shall preside at all meetings of the Association, cast the deciding vote, see that the rules of order and decorum are properly enforced in all deliberations of the Association and sign the approval proceedings of each meeting.

4.43 President-Elect (or Past President)

In the absence of the President, the President-Elect (or Past President) shall preside at all meetings of the Association.

4.44 Secretary

4.441 In the absence of both, the Secretary shall preside at all meetings of the Association.

4.442 The Secretary shall keep a true and correct record of the proceedings of the meetings of the Executive Council and the General Membership, preserve all books, papers and articles belonging to the Association, keep an account of the Association with its members, and keep a register of the members with the dates of their admission and places of residence. Individual members must notify the Secretary in writing of a change of address. The Secretary shall report unfinished business of previous meetings requiring action and attend to such other business as the Association may direct.

4.443 The Secretary shall also be reimbursed for such expense as may have been encountered in the proper execution of the above duties.

4.45 Treasurer

The Treasurer shall collect the dues of the Association and make disbursements for expenses. The Treasurer shall present an annual report of the financial condition of the Association. A committee appointed by the President shall audit the accounts of the Treasurer annually.

4.50 Nominations

4.501 A nominating committee, consisting of the past president, who shall serve as chair, the president and the secretary, shall nominate candidates for offices three months prior to the Annual Membership Business Meeting. The terms of the candidates are to be included on the slate when presented. Additional candidates may be nominated from the floor at the annual meeting of the Association.

4.502 Election will be by a majority vote of the members present at the annual meeting of the Association by secret ballot.

4.70 Terms

4.71 President

The President shall be elected for a two-year term automatically following a one-year term as President-Elect.

4.72 Secretary

The Secretary shall be elected for three years.

4.73 Treasurer

The Treasurer shall be elected for three years.

4.74 Councilors-at-Large

Each Councilor-at-Large shall be elected for three years.

4.80 Compensation

4.801 Members of Council shall not be entitled to receive compensation for their duties, including attendance at the Annual Meeting of the Council and at the Council Meeting conducted during the Annual Meeting of the American Society of Anesthesiologists.

4.802 Members of Council may be reimbursed by resolution by the Council to the extent funds are available for meetings other than those specified in Section 4.81.

4.81 Resignations

Any Councilor of the Association may resign at any time, orally or in writing, by notifying the President or the Secretary. Such resignation shall take effect at the time therein specified; and, unless otherwise specified, the acceptance of such resignation shall not be necessary to make it effective.

4.82 Removal

4.821 Any Councilor may be removed for cause by an affirmative vote of at least two-third (2/3) of the other members of Council at a special meeting called for such purpose.

4.822 Failure to attend three or more consecutive Council meetings may be considered cause for removal.

4.83 Vacancies

Vacancies occurring in the offices of the Association other than that of the President shall be filled by appointment by the President until the next meeting of the Association. The President shall also appoint members to all committees.

4.90 Meetings by Electronic Means

To the extent authorized by law, meetings by the Council or any committee by conference telephone, e-mail, or similar communications equipment shall be permitted, provided that all Council members are able to participate. Participation in a meeting by such means shall constitute presence in person at any such meeting.

ARTICLE V – COUNCIL OF ACADEMIC SOCIETIES REPRESENTATION

5.00 Council of Academic Societies Representatives

5.001 Two active members will serve as representatives to the Council of Academic Societies (CAS) for a six-year term each. CAS representatives may be re-elected to serve an additional six-year term. The terms of office will be staggered so that a representative is elected every three years.

5.002 The method of nomination and election will be the same as for the officers of the Association.

5.003 The representatives will submit either together or individually an annual written report to the Council and the membership. The CAS representatives will not be members of the Executive Council but at the discretion of the President may be invited to sit with the Council in its deliberations of matters pertaining to the CAS.

ARTICLE VI - COMMITTEES

6.00 Purposes

To accomplish the objectives of this Association, delegating such activity to a committee consisting of members of this Association may affect certain activities more expeditiously.

6.10 Appointment

The President, unless otherwise specified in these Bylaws, shall appoint members of committees to fill vacancies as they occur.

6.20 Standing Committees

The standing committees of the Association shall be as follows:

6.201 Committee on Bylaws

The committee shall consist of three members, including the Immediate Past President who shall serve as chair. The two remaining members of the committee shall each serve two-year terms and staggered so that one term expires in even numbered years and the other term expires in odd numbered years.

6.202 Nominating Committee

The committee shall consist of three members, including the President who shall serve as chair, the Immediate Past President or President Elect, and a member of the Council.

6.40 Ad Hoc Committees

The President may appoint Ad Hoc Committees. Such committees shall be limited to the tenure of office of the President appointing them.

6.50 Advisory Boards

6.60 Educational Advisory Board (EAB)

6.601 Composition

- a. The EAB shall consist of ten members, one of which shall be chair appointed by the President. The EAB chair shall serve for a period of two years, and may be reappointed. The nine regular members of the EAB shall serve for a period of three years each with appointment staggered so that no more than three appointments are made each year.
- b. The President (after consultation with the EAB chair) shall appoint members to the EAB.

6.602 Duties

- a. The EAB shall be responsible for planning the educational program of the Association's Annual Meeting.
- b. The EAB shall meet at the May AUA Annual Meeting and provide a finalized program to the Council at the Council's October meeting.

6.70 Scientific Advisory Board (SAB)

6.701 Composition

- a. The SAB shall consist of ten members, one of which shall be chair appointed by the President. The SAB chair shall serve for a period of two years, and may be reappointed. The nine regular members of the SAB shall serve for a period of three years each with appointment staggered so that no more than three appointments are made each year.
- b. The President (after consultation with the SAB chair) shall appoint members to the SAB.

6.702 Duties

- a. The SAB shall be responsible for planning the scientific program of the Association's Annual Meeting.
- b. The SAB shall meet at the May AUA Annual Meeting and provide a finalized program at the Council at the Council's October meeting.

6.80 Annual Reports

- 6.801** Annual reports shall be prepared by the committees and advisory boards and forwarded to the Secretary at such time the Council may direct, but no less than thirty (30) days prior to the Annual Membership Meeting. Such reports shall be submitted to the Council for approval.
- 6.802** The Annual Report of the President shall be presented at the Annual Membership Meeting and published in the Association's newsletter.

ARTICLE VII – ANNUAL MEETING

7.00 Annual Meeting

- 7.001** The Association shall meet annually at such place as may be designated by the Council.
- 7.002** Active members, whose Departments of Anesthesiology may wish to host an Association Annual Meeting shall submit proposals to Secretary not more than four years prior to the year of the meeting. The Secretary shall present the proposals for selection of an Annual Meeting location. The Secretary shall inform the members, who submitted proposals, of the Council's determination. The member, whose proposal was selected, shall be referred to as the "host department."
- 7.003** The host department shall provide the Council with proposed dates, not later than the Annual Council Meeting three years before the intended meeting. Following approval of these dates by the Council, or the negotiation of acceptable alternatives, the Secretary

will inform the membership of the dates selected; but in no case shall this be less than two years in advance of the intended meeting.

7.004 The host for the Annual Meeting in conjunction with the President and Secretary acting on behalf of the Council shall determine the program for that meeting. No more than one-half day shall be devoted to a program arranged by the host institution.

7.005 Members who have been designated former members under the provisions of Article III, Section 3.14 of the Bylaws may attend the scientific and social events of the annual meeting upon payment of the registration fee and an additional fee equal to the annual membership dues then in effect.

7.65 Guests

7.651 Association shall be limited to one for each active and honorary member except that this limitation shall not apply to foreign guests, residents and fellows, nor to the department acting as host for a meeting.

7.652 Guests shall have the privilege of the floor at scientific sessions.

7.653 Guests may be invited to other annual meeting functions at the discretion of the host.

7.70 Annual Business Meeting

7.701 The Association shall convene annually, during its annual educational meeting at a time and place to be determined by Council.

7.72 Quorum

Ten (10) percent of the Association members present shall constitute a quorum.

7.73 Order of Business

The order of business at the Annual Business Meeting shall be as follows:

- a. Call to order.
- b. Secretary's report.
- c. Treasurer's report.
- d. Advisory board reports.
- e. Committee reports.
- f. Old business.
- g. New business.
- h. Election of new members.
- i. Election of officers and councilors.
- j. Annual report of the president.
- k. New president assumes office (in years applicable).

I. Adjournment

7.731 The Council or the President shall have discretion to alter or modify the order of business.

7.732 Guests shall not attend the Annual Business Meeting.

7.80 Special Association Meetings

7.81 Special meetings of the Association may be called by the Council at its discretion provided at least forty (40) days notice of such meeting is sent to all members.

7.82 No business regarding the Bylaws shall be transacted at such special meeting and no resolution or statements representing the Association's opinion shall be adopted unless such special meeting is attended by at least as many members as attended the last previous annual meeting.

ARTICLE VIII – ASSOCIATION FINANCE

8.00 General Authority

The Treasurer shall act as official custodian of the funds of this Association, shall supervise the deposit of such funds into banking institutions and shall invest and reinvest them upon the direction of the Council.

8.10 Budget

The fiscal year of the Association shall be from January 1 through December 31.

The proposed Budget for the forthcoming fiscal year shall be prepared by the Committee on Finance, shall anticipate all necessary expenses of this Association, and shall be submitted by the Treasurer at the Council meeting conducted during the Annual Meeting of the American Society of Anesthesiologists.

Changes in Budget – The Treasurer, with approval by the Council, may change the Budget during the interval between meetings of the Council.

8.20 Expenditures

All expenditures must be for purposes authorized by the Council, or be for purposes authorized by these Bylaws, and must be within the annual budget.

Checks issued by this Association must bear the signature of the Treasurer.

8.30 Travel and Per Diem Allowances

The Council shall establish a formula for reimbursement for travel expenses and per diem allowance.

ARTICLE IX – MISCELLANEOUS PROVISIONS

9.00 Parliamentary and Procedural Authority

The official parliamentary authority of this Association shall be the latest edition of Sturgis Standard Code of Parliamentary Procedure.

9.10 Bylaws Amendments

The Bylaws may be amended as follows:

9.101 The proposed amendment must be submitted in writing to the Secretary no later than one month prior to the Annual Meeting of the Council.

9.102 Council shall consider the amendment and determine whether or not the amendment shall be recommended to the membership for approval.

9.103 The proposed amendment has been approved by a majority vote at the Annual Meeting of the Association.

9.20 Administrative Procedure

The Council shall determine and prescribe procedural detail relative to any provision contained in these Bylaws, which prescription shall be recorded in the Association's record of administrative procedures.

9.30 Executive Director

The Association may employ an executive director to manage the business of the organization on a daily basis. Such an executive director may be paid a competitive wage.