

# BYLAWS OF THE MINNESOTA SOCIETY OF ANESTHESIOLOGISTS



September 1, 1971

Amended May 6, 1972

Amended May 4, 1974

Amended April 13, 1985

Amended May 1, 1993

Amended June 2, 1994

Amended April 14, 2001

Amended April 17, 2010

Amended April 21, 2012

Amended April 26, 2014

Amended April 23, 2016

Bylaws of the Minnesota Society of Anesthesiologists

TABLE OF CONTENTS

		Page
<u>CHAPTER 1</u>	<i>Purposes</i> .....	1
<u>CHAPTER 2</u>	<i>Membership</i> .....	1
Section 2.01	.....	1
Section 2.02	Categories .....	1
Section 2.03	Requirements .....	1
2.03-1	Honorary .....	1
2.03-2	Active .....	1
2.03-3	Affiliate .....	2
2.03-4	Retired .....	2
2.03-5	Resident .....	2
2.03-6	Life .....	2
2.03-7	Medical Student .....	2
Section 2.04	Election of Honorary Membership .....	2
Section 2.05	Application for Membership .....	2
Section 2.06	Endorsement of Applications .....	3
2.06-1	Active Membership .....	3
2.06-2	Affiliate Membership .....	3
2.06-3	Resident Membership .....	3
2.06-4	Retired Membership .....	3
2.06-5	Medical Student Membership .....	3
Section 2.07	Approval for Membership .....	3
2.07-1	Submission .....	3
2.07-2	Objections .....	3
Section 2.08	Reapplication .....	4
Section 2.09	Privileges .....	4
2.09-1	Full Privileges .....	4
2.09-2	Limited Privileges .....	4
Section 2.10	Maintenance of Other Memberships .....	4
Section 2.11	Censure, Suspension, and Expulsion .....	4
2.11-1	Causes.....	4
2.11-2	Investigation .....	4
2.11-3	Notice and Hearing .....	5
2.11-4	Report .....	5
2.11-5	Action .....	5
Section 2.12	Effect of Suspension and Expulsion .....	5
2.12-1	Suspension .....	5
2.12-2	Expulsion .....	5

## Bylaws of the Minnesota Society of Anesthesiologists

Section 2.13	Reinstatement .....	5
Section 2.14	Amount of Annual Assessment .....	6
2.14-1	Active Members .....	6
2.14-2	Affiliate Members .....	6
2.14-3	Resident Members .....	6
2.14-4	Medical Student Members .....	6
2.14-5	Honorary, Life, and Retired Members .....	6
2.14-6	Active Military Service .....	6
Section 2.15	Payment of Annual Assessment .....	7
2.15-1	Due .....	7
Section 2.16	Refunds .....	7
Section 2.17	Additional Assessments .....	7
<a href="#">CHAPTER 3</a>	<i>Officers</i> .....	7
Section 3.01	.....	7
Section 3.02	Requirements .....	7
Section 3.03	Election .....	8
Section 3.04	Terms of Office .....	8
3.04-1	President .....	8
3.04-2	President-Elect .....	8
3.04-3	Immediate Past-President .....	8
3.04-4	Vice-President .....	8
3.04-5	Secretary-Treasurer .....	8
Section 3.05	Duties of Officers .....	8
3.05-1	President .....	8
3.05-2	Vice-President .....	9
3.05-3	President-Elect .....	9
3.05-4	Secretary-Treasurer .....	9
Section 3.06	Vacancies .....	9
3.06-1	President .....	9
3.06-2	Vice-President .....	9
3.06-3	President-Elect .....	10
3.06-4	Secretary-Treasurer .....	10
<a href="#">CHAPTER 4</a>	<i>Directors and Alternates</i> .....	10
Section 4.01	.....	10
Section 4.02	.....	10
<a href="#">CHAPTER 5</a>	<i>Delegates and Alternates</i> .....	10
Section 5.01	.....	10
Section 5.02	.....	10

Bylaws of the Minnesota Society of Anesthesiologists

Section 5.03	.....	10
<u>CHAPTER 6</u>	<i>Meetings</i> .....	10
Section 6.01	.....	10
Section 6.02	.....	10
Section 6.03	.....	11
Section 6.04	.....	11
Section 6.05	.....	11
Section 6.06	Quorum .....	12
Section 6.07	.....	12
Section 6.08	Electronic Remote Communication .....	12
<u>CHAPTER 7</u>	<i>Board of Directors</i> .....	12
Section 7.01	Composition .....	12
Section 7.02	Purpose .....	12
Section 7.03	General Powers and Duties .....	12
Section 7.04	Budget .....	12
Section 7.05	Unbudgeted Expenditures .....	12
Section 7.06	Transfer of Funds .....	12
Section 7.07	Inspection and Audit .....	12
Section 7.08	Disciplinary Proceedings .....	13
Section 7.09	Powers .....	13
Section 7.10	Report .....	13
Section 7.11	Meetings .....	13
<u>CHAPTER 8</u>	<i>Committees</i> .....	13
Section 8.01	Composition .....	13
Section 8.02	Terms .....	13
Section 8.03	Purpose .....	13
<u>Section 8.04</u>	Standing Committees .....	14
8.04-1	Executive Committee .....	14
8.04-1A	Composition .....	14
8.04-1B	Purpose .....	14
8.04-2	Education Committee .....	14
8.04-2A	Composition .....	14
8.04-2B	Purpose .....	14
8.04-3	Bylaws Committee .....	14
8.04-3A	Composition .....	14
8.04-3B	Purpose .....	15
8.04-4	Judicial Committee .....	15
8.04-4A	Composition .....	15
8.04-4B	Purpose .....	15

Bylaws of the Minnesota Society of Anesthesiologists

8.04-5	Membership Committee .....	15
8.04-5A	Composition .....	15
8.04-5B	Purpose .....	15
8.04-6	Finance Committee .....	16
8.04-6A	Composition .....	16
8.04-6B	Purpose .....	16
8.04-7	Nominating Committee .....	16
8.04-7A	Composition .....	16
8.04-7B	Purpose .....	16
8.04-8	Governmental Affairs Committee .....	16
8.04-8A	Composition .....	16
8.04-8B	Purpose .....	17
8.04-9	Communications Committee .....	17
8.04-9A	Composition .....	17
8.04-9B	Purpose .....	17
<a href="#">CHAPTER 9</a>	<i>Parliamentary Authority</i> .....	17
<a href="#">CHAPTER 10</a>	<i>Mail and Electronic Notification Referendum</i> .....	17
Section 10.01	Requirements .....	17
Section 10.02	Voting Procedure .....	18
10.02-1	Submission .....	18
10.02-2	Completion .....	18
10.02-3	Votes Necessary .....	18
10.02-4	Determination .....	18
10.02-5	Resubmission .....	18
<a href="#">CHAPTER 11</a>	<i>Medical Ethics</i> .....	18
<a href="#">CHAPTER 12</a>	<i>Amendments</i> .....	18
<a href="#">CHAPTER 13</a>	<i>Other Powers</i> .....	18
<a href="#">CHAPTER 14</a>	<i>References</i> .....	19
<a href="#">CHAPTER 15</a>	<i>Resident Component</i> .....	19
Section 15.01	Purpose .....	19
Section 15.02	Composition .....	19
Section 15.03	Bylaws .....	19
<a href="#">CHAPTER 16</a>	<i>Medical Student Component</i> .....	19
Section 16.01	Purpose .....	19

Bylaws of the Minnesota Society of Anesthesiologists

Section 16.02      Composition ..... 19

BYLAWS OF

THE MINNESOTA SOCIETY OF ANESTHESIOLOGISTS

CHAPTER 1. *Purposes*

It shall be the purpose of this Society to associate and affiliate into one organization all of the reputable doctors of medicine in the State of Minnesota, who are engaged in the practice of or otherwise especially interested in anesthesiology; to encourage specialization in this field and in other ways to make available to more people the benefits to be derived from the services of qualified anesthesiologists; to raise the standards of the specialty by fostering and encouraging research and scientific progress in anesthesiology; to disseminate information in regard to anesthesiology; to protect the public against irresponsible and unqualified providers of anesthesia services; to safeguard the interests of its members, and in all ways to develop and further the specialty of anesthesiology for the general elevation of the standards of medical practice.

CHAPTER 2. *Membership*

Section 2.01. Membership in this Society is a privilege and is contingent upon compliance with the requirements specified in these Bylaws. No individual shall be continued as a member of this Society unless he or she is of good moral character and adheres to the traditionally high ethical standards of the medical profession.

Section 2.02 Categories. The categories of membership in this Society are:

Honorary	Retired
Active	Resident
Affiliate	Life
Medical Student	

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

2.03-1 Honorary. A physician or other scientist who has attained exceptional eminence in anesthesiology or related fields, or who has made significant contributions to anesthesiology.

2.03-2 Active. A physician who is engaged in the practice of or who is especially interested in the medical specialty of anesthesiology and:

Who has a degree of Doctor of Medicine, Doctor of Osteopathy, or Bachelor of Medicine; and

## Bylaws of the Minnesota Society of Anesthesiologists

Whose location of principal professional activity is in the state of Minnesota, and

Who is licensed to practice medicine in the state of Minnesota.

Exception: Equivalent of the Bachelor of Medicine or Doctor of Medicine degree may be accepted by the Committee on Membership.\*

### 2.03-3 Affiliates.

- a) A physician not in the clinical practice of anesthesiology.
- b) A scientist, not a physician, who is interested in anesthesiology.
- c) A physician who is in the service of the United States Government (other than those employed by the Veterans Administration).
- d) A physician who resides outside the United States and is not a member of any other component Society.
- e) An Anesthesiologist Assistant in clinical practice

2.03-4 Retired. A physician who has been a continuous member of the ASA for 10 or more years and who has retired completely from professional activity; provided, however, that the Committee on Membership may at its discretion modify the time requirement, and Retired membership terminates upon resumption of professional activity.

2.03-5 Resident. A Resident member shall be a physician in full-time training in an accredited anesthesia residency, or a physician in an accredited anesthesia internship, in the state of Minnesota.

2.03-6 Life. A physician enrolled in the Life category in the ASA.

2.03-7 Medical Student. A Medical Student member shall be a physician in full-time training in an accredited allopathic medical school in the state of Minnesota.

Section 2.04 Election of Honorary Membership. Honorary members shall be proposed to the Society by the Committee on Membership of this Society. A two-thirds vote of the members present at the Annual Business Meeting is necessary for election to Honorary membership.

Section 2.05 Application for Membership. Membership application forms may be obtained from and submitted to the American Society of Anesthesiologists



## Bylaws of the Minnesota Society of Anesthesiologists

(www.asahq.org) All applications for membership must be submitted on this approved form.

Section 2.06 Endorsement of Applications. Application for membership in this Society in all categories of membership other than Honorary shall be endorsed as follows:

2.06-1 Active Membership. By two voting members of this Society who are personally acquainted with the applicant, one of whom shall be practicing Anesthesiology in the same locality, if such exists.

2.06-2 Affiliate Membership. By two voting members of this Society who are personally acquainted with the applicant.

2.06-3 Resident Membership. By the voting member of this Society who is in charge of the training program of the applicant.

2.06-4 Retired Membership. By a voting member of this Society who is personally acquainted with the applicant.

2.06-5 Medical Student Membership. By a voting member of this Society who is acquainted with the applicant.

Section 2.07 Approval for Membership. Applications for all types of membership except Honorary shall be processed in the following manner:

2.07-1 Submission. All applications shall be forwarded to the MSA Office or Secretary-Treasurer of the Society.

2.07-2 Objections. Any member of this Society may object to approval of an applicant for membership by filing a written objection with the Secretary-Treasurer, who will forward this objection to the Committee on Membership..

Section 2.08 Reapplication. A reapplication for membership may not be filed until one year has elapsed from the date of disapproval of a prior application.

Section 2.09 Privileges. Members in good standing of this Society possess privileges as follows:

2.09-1 Full Privileges. Active and Life Members, and Retired Members who have previously been Active Members, shall be entitled to all privileges of this Society.

2.09-2 Limited Privileges. Affiliate, Honorary, Resident, and Retired Members who have not previously been Active Members, shall be entitled to participate in

## Bylaws of the Minnesota Society of Anesthesiologists

the functions and activities of this Society, including membership on Special and Standing Committees, but shall not be eligible for election to office nor have the right to vote, except at meetings of committees on which they serve. Medical students shall not be eligible for election to office nor have the right to vote on any matter of this Society.

Section 2.10 Maintenance of Other Memberships. Active, Resident, Affiliate and Medical Student Members of this Society are required to apply for and maintain corresponding memberships as required by the American Society of Anesthesiologists.

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

### 2.11-1 Causes.

- a) Refusal of or expulsion from membership in the American Society of Anesthesiologists.
- 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 as determined by the Board of Directors in its sole discretion.
- e) Any cause or act which is detrimental to this Society.
- f) Failure to abide by the provision of these Bylaws.

2.11-2 Investigation. The Committee on Membership of this Society shall investigate any such cause or claim of cause which comes to the attention, and determine whether the matter shall be referred to the Judicial Committee of this Society for hearing.

2.11-3 Notice and Hearing. Procedures of Notice and Hearing by the Judicial Committee shall follow the pattern set forth in the Bylaws of the American Society of Anesthesiologists.

2.11-4 Report. The Judicial Committee shall make a written report to the Board of Directors of this Society stating:

- a) The matters set forth in the notice prepared by the Committee on Membership,
- b) The findings of facts of the Judicial Committee thereon, and
- c) The specific recommendations of the Judicial Committee.

The findings of fact by the Judicial Committee are conclusive.

2.11-5 Action. At the meeting of the Board of Directors next following such

## Bylaws of the Minnesota Society of Anesthesiologists

report, the report of the Judicial Committee shall be considered. The Board of Directors shall, by resolution, determine whether or not the member involved should be disciplined and the nature of the disciplinary action, if any. The decision of the Board of Directors in any matter involving censure or suspension of a member of this Society shall be final. The decision of the Board of Directors in any matter involving expulsion shall be presented to the membership at the Annual Business Meeting and a two-thirds vote of the voting members present is required for expulsion.

Section 2.12 Effect of Suspension and Expulsion. Suspension or expulsion of a member of this Society affects his status as follows:

2.12-1 Suspension. Suspension of a member shall be for a definite period of time and may, at the discretion of the Board of Directors, be commuted at any time. The member shall not be entitled to the rights and privileges of membership and the Board of Directors may declare any position held to be vacant.

2.12-2 Expulsion. All rights and privileges of a member in this Society and its property cease upon termination of membership or expulsion pursuant to the provisions of Sections 2.10, 2.11, and 2.15. Any positions held by such member in this Society thereupon become vacant.

Section 2.13 Reinstatement. A member of this Society who has been suspended or expelled from membership pursuant to the provisions of Section 2.10 or Section 2.11 of these Bylaws may be reinstated provided:

- a) The member makes application for the same category of membership in the same manner as provided in these Bylaws for an original application for membership, and by paying any assessments in arrears.
- b) One year has elapsed since the date the member was suspended or expelled, or prior application for reinstatement was rejected, except as provided in Section 2.15-3.

Section 2.14 Amount of Annual Assessment. The members of this Society shall be assessed annually as follows:

2.14-1 Active Members. The amount of the annual assessment shall be recommended by the Board of Directors after consideration of the proposed annual budget. The amount of the annual assessment and the proposed budget shall be announced to the membership not less than four (4) weeks before the Fall Scientific Meeting. The annual assessment shall be such as is adopted by a majority vote of Board members present at the Fall Scientific Meeting.

## Bylaws of the Minnesota Society of Anesthesiologists

2.14-2 Affiliate Members. The amount of the annual assessment shall be determined annually by the Board of Directors after consideration of the proposed annual budget. The amount of the annual assessment and the proposed budget shall be announced to the membership not less than four (4) weeks before the Fall Scientific Meeting. The annual assessment shall be such as is adopted by a majority vote of Board members present at the Fall Scientific Meeting.

2.14-3 Resident Members. The amount of the annual assessment shall be determined annually by the Board of Directors after consideration of the proposed annual budget. The amount of the annual assessment and the proposed budget shall be announced to the membership not less than four (4) weeks before the Fall Scientific Meeting. The annual assessment shall be such as is adopted by a majority vote of Board members present at the Fall Scientific Meeting.

2.14-4 Medical Student Members. The amount of the annual assessment shall be determined annually by the Board of Directors after consideration of the proposed annual budget. The amount of the annual assessment and the proposed budget shall be announced to the membership not less than four (4) weeks before the Fall Scientific Meeting. The annual assessment shall be such as is adopted by a majority vote of Board members present at the Fall Scientific Meeting.

2.14-5 Honorary, Life, and Retired Members. Honorary, Life, and Retired Members shall not be required to pay annual assessments.

2.14-6 Active Military Service. Members called to active military duty, or to other Federal service in lieu of conventional draft obligations, shall have all annual and special assessments waived and shall retain full rights and privileges for the duration of their active military service.

Section 2.15 Payment of Annual Assessment. Each member of this Society shall pay the annual assessment appropriate to their category of membership.

*2.15-1 Dues. Annual dues are due and payable in conjunction with the ASA according to their policies and procedures. ASA membership is a prerequisite for MSA membership, and in the event that ASA membership lapses, so will membership in the MSA.*

*MSA membership dues cycle runs from January - December. Annual dues are invoiced in November for the following renewal year. Membership grace period starts January 1 - April 30, in which members receive all MSA member benefits. As of May 1st, unpaid members are suspended from the membership roster.*

Section 2.16 Refunds. Earned annual assessments which have been paid shall not be

Bylaws of the Minnesota Society of Anesthesiologists

refunded.

Section 2.17 Additional Assessments. Any assessment, other than the Annual Assessment, may be imposed on the membership only after approval of the additional assessment by mail referendum.

CHAPTER 3. *Officers*

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

Section 3.02 Requirements. No person shall be eligible for election as an officer of this Society unless he has been a voting member in good standing of this Society for two years.

Section 3.03 Election. The officers shall be elected by secret ballot by the membership at the Annual Business Meeting. A majority of the votes cast shall be necessary to elect an officer. If more than two candidates are nominated for a single office, and no nominee receives a majority of the votes cast, the candidate receiving the fewest votes shall be dropped from consideration and another ballot taken. This voting process may then need to be repeated until a majority of casted votes is obtained for one candidate.

Section 3.04 Terms of Office. The terms of office of the officers of this Society shall be as follows:

3.04-1 President. From the close of the Annual Business Meeting at which he or she completes his or her term of office as President-Elect until the close of the following Annual Business Meeting.

3.04-2 President-Elect. From the close of the Annual Business Meeting at which he or she is elected until the close of the following Annual Business Meeting, at which time he or she shall become President, unless otherwise voted by the membership.

3.04-3 Immediate Past-President. From the close of the Annual Business Meeting at which he or she completes his or her term of office as President until the close of the following Annual Business Meeting.

3.04-4 Vice-President. From the close of the Annual Business Meeting at which he or she is elected until the close of the following Annual Business Meeting.

3.04-5 Secretary-Treasurer. From the close of the Annual Business Meeting at which he or she is elected until the close of the second following Annual Business

Bylaws of the Minnesota Society of Anesthesiologists

Meeting.

Section 3.05 Duties of Officers. The officers of this Society are charged and entrusted as follows:

3.05-1 President. The President shall have general supervision and direction of the affairs of the Society; serve as Chair of the Executive Committee and Board of Directors, and preside at all meetings of the Society; attempt in all ways possible to contribute to the welfare of the public through the medical specialty of anesthesiology; further the aims of this Society to the fullest extent; perform such other services of leadership as custom, necessity, and parliamentary usage require; appoint all Committee Chairs and Committee members of this Society, except as otherwise provided in these Bylaws, and serve as an ex-officio member of all these Committees; perform such other duties as are provided in these Bylaws; and deliver a report to the Annual Business Meeting at the close of his or her term of office.

---

3.05-2 President-Elect. The President-Elect shall assist the President in the performance of duties; prepare a budget for the following year; counsel with the President on matters affecting this Society; preside in the absence of the President at meetings of this Society where the President ordinarily presides; represent the President at other meetings and functions when requested to do so by the President; and prepare committee appointments for the following year.

3.05-3 Vice-President. The Vice-President shall assist the President and President-Elect in the performance of duties and familiarize himself or herself with the business and needs of this Society..

3.05-4 Secretary-Treasurer. The Secretary-Treasurer shall serve as Secretary of this Society and of the Board of Directors; execute all official documents where an official secretarial signature is required; supervise the safekeeping of the records of this Society; notify all officers and other officials of their election and committee members of their appointments and duties; fulfill the duties of a component society secretary as outlined in Section 1.36 of the Bylaws of the American Society of Anesthesiologists; act as official custodian of all funds of this Society except as otherwise specifically provided in these Bylaws, supervise their deposit in banking institutions, and invest and re-invest funds upon recommendations from the Board of Directors; be responsible for a detailed accounting of all receipts and disbursements of this Society; submit a report to each Annual Business Meeting and Board of Directors meeting concerning the financial transactions of this Society, the funds in his or her care, and his or her actions as Secretary-Treasurer; submit accounts to such examinations as the Board of Directors may at any time direct; and be responsible for the safekeeping of the financial records and securities of this Society. Any debt incurred beyond

## Bylaws of the Minnesota Society of Anesthesiologists

the assets of this Society is the responsibility of the individual contracting such arrangements. Any investments made must be covered with available funds and not borrowed funds or by margin accounts.

Section 3.06 Vacancies. If, for any reason, the incumbent in any elective or appointive office becomes unable, unwilling, or ineligible to perform the functions of their office, or is removed from office, such office shall be declared vacant. Vacancies in office shall be filled in the following manner:

3.06-1 President. The President-Elect shall assume the office. No replacement is needed for the President-Elect role, as the Vice-President will fulfill that role and also the Vice-President role for the remainder of the unexpired President's term.

3.06-2 President-Elect. The Vice-President shall assume the office for the remainder of the President-Elect's unexpired term and also continue to fulfill the role of Vice-President.

3.06-3 Vice-President. The Board of Directors shall elect a qualified member for the remainder of the Vice-President's unexpired term..

3.06-4 Secretary-Treasurer. The Board of Directors shall elect a qualified member to fill the Secretary-Treasurer's unexpired term.

## CHAPTER 4. Directors and Alternates

Section 4.01. The Director and Alternate Director of the American Society of Anesthesiologists representing the State of Minnesota shall be considered officers of this Society.

Section 4.02. The Director and Alternate Director of the Society shall serve for a term of three (3) years. Elections for these positions shall be held at the Annual Business Meeting.

Section 4.03. Vacancies in office shall be filled in the following manner.

Section 4.03-1 Director. The Alternate Director shall assume the Director's role. The Board of Directors shall elect a qualified member for the remainder of the Alternate Director's unexpired term.

Section 4.03-2 Alternate Director. The Board of Directors shall elect a qualified member for the remainder of the Alternate Director's unexpired term.

## CHAPTER 5. Delegates and Alternates

## Bylaws of the Minnesota Society of Anesthesiologists

Section 5.01. The Delegates and Alternate Delegates to the House of Delegates of the American Society of Anesthesiologists shall not be considered officers of this Society since they only serve as elected representatives to the ASA.

Section 5.02. The Delegates and Alternates Delegates shall, when possible, counsel with officers and members of this Society.

Section 5.03. Delegates of this Society shall serve for a term of three (3) years. Alternate Delegates shall serve for a term of one (1) year. Elections for these positions shall be held at the Annual Business Meeting.

Section 5.04. Vacancies in office shall be filled in the following manner.

Section 5.04-1 Delegate. The Board of Director's shall appoint an Alternate Delegate to assume the Delegate's role for the remainder of the unexpired Director's term. The Board of Director's shall elect a qualified member for the remainder of the Alternate Delegate's unexpired term.

Section 5.04-2 Alternate Delegate: The Board of Directors shall elect a qualified member for the remainder of the Alternate Director's unexpired term.

## CHAPTER 6. *Meetings*

Section 6.01. This Society shall hold an Annual Business Meeting that may be attended by members, and by guests who are authorized by the Board of Directors.

Section 6.02. The Annual Business Meeting shall be held for the election of Officers, Delegates, and Alternate Delegates of this Society. The Fall Scientific meeting shall be held for the adoption of the next year's Budget and the setting of the next year's Annual Assessment.

Section 6.03. The Annual Business Meeting will be held before July 1<sup>st</sup> of each year. The exact date and location of the annual session shall be determined by the Board of Directors.

Section 6.04. Each member of the Society shall be notified of the time and location at least four (4) weeks before the Annual Business Meeting, the Fall Scientific Meeting, and any Special meeting that may be called.

Section 6.05. Special meetings of this Society may be called by the President with the approval of the Executive Committee for purposes other than changes in the financial obligation of the members of this Society or alteration of these Bylaws. Failure to attend a Special meeting must in no way penalize a member or members.



## Bylaws of the Minnesota Society of Anesthesiologists

Section 6.06 Quorum. The presence of one-tenth of the voting members shall constitute a quorum.

Section 6.07. At any meeting neither voting by proxy nor cumulative voting shall be permissible.

Section 6.08 Electronic Remote Communications. Any meeting among directors or committee members may be conducted solely by one or more means of remote communication through which all of the directors or committee members may participate in the meeting, if the same notice is given of the meeting required by these Bylaws, and if the number of directors or committee members participating in the meeting is sufficient to constitute a quorum at a meeting. Participation in a meeting by such remote communications constitutes presence at the meeting.

A director or committee member may participate in a Board of Directors or committee meeting by means of remote communications, in each case through which that director or committee member, other directors or committee members so participating, and all directors or committee members physically present at the meeting may participate with each other during the meeting. Participation in a meeting by such remote communications constitutes presence at the meeting.

Notices for any member, Board of Directors or committee meeting may be given by electronic means in accordance with the requirements of Minnesota Statutes

## CHAPTER 7. *Board of Directors*

Section 7.01 Composition. The Board of Directors is composed of the Executive Committee members, the ASA Director and Alternate Director representing the Society, the Committee Chairs, and a resident representative from each anesthesia residency training program in the state.

Section 7.02. Purpose. The Board of Directors shall manage the business and financial affairs of this Society and act on behalf of the membership between Annual Business Meetings.

Section 7.03. General Powers and Duties. Except as otherwise specifically provided in these Bylaws, the Board of Directors is charged and entrusted as follows:

General Powers. The Board of Directors shall have

- a) final authority in all the business and financial affairs of this Society, including, without limitation, the power to acquire, manage, control, and dispose of its property and to authorize all contracts on behalf of this Society;
- b) the power to delegate such authority to the Executive Committee of this

## Bylaws of the Minnesota Society of Anesthesiologists

Society or to committees of this Society;

c) the power to elect officers, directors, and delegates when vacancies exist between Annual Business Meetings as described in Chapters 3, 4, and 5; and

d) such other authority as prescribed for it in these Bylaws and Minnesota Statutes.

Section 7.04. Budget. Prior to the Annual Fall Meeting, the Secretary-Treasurer shall prepare a proposed budget for the next fiscal year. This will be forwarded to the President-Elect for review and editing. The budget shall then receive Board of Directors input and approval by a majority vote of Board members present and be available to the membership at the Fall Scientific Meeting. The Board of Directors may, by a two-thirds vote of Board members present, change the budget in the interval between Annual Meetings.

Section 7.05. Unbudgeted Expenditures. Any resolution or recommendation requiring a significant expenditure of funds not previously budgeted shall be referred to the Board of Directors. If the Board of Directors considers such expenditure advisable, it shall implement or authorize implementation of such resolution by a majority vote of Board members present.

Section 7.06. Transfer of Funds. The Board of Directors may transfer all or any part of the funds of this Society accumulated in any fund to any other fund upon a two-thirds vote of Board members present. The Secretary-Treasurer shall notify the MSA Office of such transfer of funds.

Section 7.07. Inspection and Audit. The Board of Directors shall have the power to inspect and audit any and all financial records and accounts of this Society at any time, and shall do so at least once during the term of each Secretary-Treasurer and report this to the general membership at the Annual Business Meeting.

Section 7.08. Disciplinary Proceedings. The Board of Directors has final authority concerning censure, suspension, or expulsion of a member of this Society.

Section 7.09. Powers. The Board of Directors may not:

- a) Elect Honorary members of this Society;
- b) Give final approval of the annual budget;
- c) Impose special assessments on the membership;
- d) Amend these Bylaws.

Section 7.10. Report. All actions of the Board of Directors shall be reported to the membership at the next Annual Business Meeting, and such actions of the Board of Directors are subject to modification or revocation by the general membership upon the affirmative vote of the majority of the voting members present; provided, however, the

## Bylaws of the Minnesota Society of Anesthesiologists

rights of third parties without notice of this provision shall not be affected by such action of the general membership.

Section 7.11. Meetings. Meetings may be called by the President who will serve as the presiding officer. The Board of Directors will meet at least quarterly and will report to the membership after each meeting. Eight (8) members of the Board of Directors shall constitute a quorum. Written notice of the time and place of each meeting of the Board of Directors shall be sent to each member at least ten (10) days prior to the proposed time. This provision may be waived by unanimous written consent of the voting members of the Board of Directors or by attendance at a meeting without objection as provided in Minnesota Statutes.

## CHAPTER 8. Committees

Section 8.01 Composition. The Standing and Special Committees of this Society shall be composed of members of this Society, appointed by the President, except as otherwise provided in these Bylaws.

Section 8.02 Terms. The terms of office of the Chair and members of Standing and Special Committees shall be for the term of office of the President appointing them, unless otherwise provided in these Bylaws.

Section 8.03 Purpose. With the exception of the Executive Committee, Board of Directors, and Judicial Committee, the committees of this Society are study and investigative groups through which projects, programs, and activities of this Society are initiated and furthered.

Section 8.04 Standing Committees. The Standing Committees continue from year to year. The President shall announce the membership of the Standing Committees at the time of his installation in office. The Standing Committees of this Society are:

### 8.04-1 Executive Committee.

8.04-1A Composition. The Executive Committee is composed of the President, President-Elect, Vice-President, Secretary-Treasurer, and Immediate Past-President of this Society.

8.04-1B Purpose. The Executive Committee shall manage the business and financial affairs of this Society to the extent determined from time to time by the Board of Directors. The Executive Committee shall act only in the interval between meetings of the Board of Directors and at all times shall be subject to the control and direction of the Board of Directors. Its actions shall be subject to approval and ratification by the Board of Directors. The Executive Committee shall report to the Board of Directors

## Bylaws of the Minnesota Society of Anesthesiologists

at its succeeding meeting on any actions taken”

### 8.04-2 Education Committee

8.04-2A Composition. The Education Committee shall consist of members of this society who are interested in serving the educational needs of the Society. The number of members serving on the Committee is at the discretion of the President. The Committee Chair for an upcoming term is nominated by the President-Elect and approved by a majority vote of Board members present. The term of the Committee Chair is two (2) years.

8.04-2B Purpose. The Education Committee shall, with the Board of Directors, determine the date and location of the Annual Spring and Fall Scientific meetings. They shall make necessary arrangements for the facilities and organize the content of the scientific program. They shall inform the Secretary-Treasurer of the date, time, and location at least five (5) weeks before the proposed meeting.

### 8.04-3 Bylaws Committee.

8.04-3A Composition. The Bylaws Committee shall consist of members of this society who are interested in serving the administrative and procedural needs of the Society. The number of members serving on the Committee is at the discretion of the President. The Committee Chair for an upcoming term is nominated by the President-Elect and approved by a majority vote of Board members present. The term of the Committee Chair is two (2) years.

8.04-3B Purpose. The Committee on Bylaws will recommend amendments to the Bylaws and Administrative Procedures, and prepare amendments which it considers will facilitate the work of this Society.

### 8.04-4 Judicial Committee.

8.04-4A Composition. The Judicial Committee shall consist of three (3) members of this Society. Upon completion of his or her term as Immediate Past-President, the member shall begin a three (3) year term as a member of the Judicial Committee. During the members third year of service, they may be appointed by the President-Elect to serve as Chair of the Committee.

8.04-4B Purpose. The Judicial Committee shall hear and consider, and at its discretion attempt to judge all specific questions of ethics,

## Bylaws of the Minnesota Society of Anesthesiologists

discipline, professional relationships and rights and standing of members of this Society. The Committee shall submit a written report of its findings to the Board of Directors or the general membership, whichever has final authority to act thereon. Neither the Board of Directors nor the general membership shall take action upon any matter within the jurisdiction of the Judicial Committee until the recommendations of the Committee have been received. The body having ultimate authority shall take action which shall be final and conclusive as to all parties concerned.

### 8.04-5 Membership Committee.

8.04-5A Composition. The Membership Committee shall consist of members of this society who are interested in serving the membership needs of the Society. The number of members serving on the Committee is at the discretion of the President. The Committee Chair for an upcoming term is nominated by the President-Elect and approved by a majority vote of Board members present. The term of the Committee Chair is two (2) years.

8.04-5B. Purpose. The Committee on Membership shall conduct investigations and make decision as to questions of membership involving members of this Society or applicants for membership in this Society.

### 8.04-6 Finance Committee

8.04-6A Composition. The Finance Committee shall consist of members of this society who are interested in serving the economic interests and needs of the Society. The number of members serving on the Committee is at the discretion of the President. The Committee Chair for an upcoming term is nominated by the President-Elect and approved by a majority vote of Board members present. The term of the Committee Chair is two (2) years.

8.04-6B Purpose. The Finance Committee shall concern itself with matters pertaining to the economic interests of the Society. Primary tasks include, but are not limited to, review and development of the annual Budget

### 8.04-7 Nominating Committee.

8.04-7A Composition. The Nominating Committee shall consist of at least three (3) members of this society who are appointed by the President.

## Bylaws of the Minnesota Society of Anesthesiologists

The Committee Chair, who will have been a member of the Committee during the previous year, is nominated by the President-Elect and approved by a majority vote of Board members present. The term of the Committee Chair is two (2) years.

8.04-7B Purpose. The Nominating Committee will select candidates to fill vacancies in the offices of this Society and in the representatives of this Society to the American Society of Anesthesiologists. A list of the candidates will be presented to the Secretary-Treasurer five (5) weeks before the Annual Business Meeting for inclusion in the notice of the meeting. Additional nominations may be made by any voting member.

### 8.04-8 Governmental Affairs Committee.

8.04-8A Composition. The Government Affairs Committee shall consist of members of this society who are interested in serving the legislative and governmental affairs of the Society. The number of members serving on the Committee is at the discretion of the President, but include the Director and Alternate Director of the Society. The Committee Chair for an upcoming term is nominated by the President-Elect and approved by a majority vote of Board members present. The term of the Committee Chair is two (2) years.

8.04-8B Purpose. The Governmental Affairs Committee will gather information, make recommendations to the Board of Directors and the membership, organize and initiate political activities under the direction of the Board of Directors, and maintain liaison with corresponding units of the Minnesota Medical Association and the American Society of Anesthesiologists.

### 8.04-9. Communications Committee

8.04-9A Composition. The Communications Committee shall consist of members of this society who are interested in serving the communication needs of the society among its members and the public. The number of members serving on the Committee is at the discretion of the President. The Committee Chair for an upcoming term is nominated by the President-Elect and approved by a majority vote of Board members present. The term of the Committee Chair is two (2) years.

8.04-9B Purpose. The Communications Committee shall concern itself with matters pertaining to relations of this Society with the public, other medical organizations, governmental agencies and institutions, hospitals, and insurance organizations.

## Bylaws of the Minnesota Society of Anesthesiologists

### CHAPTER 9. Parliamentary Authority

The latest edition of Robert's Rules of Order shall govern all questions of parliamentary procedure and order provided that in no case shall the authority take precedence over or contravene the Articles of Incorporation or the Bylaws of this Society.

### CHAPTER 10. Mail and Electronic Notification Referendum

Any matter or question which affects this Society may be referred to the voting members of this Society for a general vote.

Section 10.01 Requirements. Such question shall be submitted to the voting members of this Society by the Secretary-Treasurer upon:

- a) An affirmative vote of nine (9) of the seventeen (17) members of the Board of Directors; or
- b) A written request signed by one-fifth of the voting members of this Society.

#### Section 10.02 Voting Procedure.

10.02-1 Submission. The question shall be submitted to the entire voting membership of this Society by mail or electronic notification.

10.02-2 Completion. Voting shall be considered completed thirty (30) days from the date the question for referendum was mailed.

10.02-3 Votes Necessary. The vote shall be effective only if the members voting comprise a majority of all the voting members of this Society.

10.02-4 Determination. If the requirement of Section 10.02-3 is met, the majority of the members voting shall determine the question unless the question is an amendment to the Bylaws, in which case a two-thirds affirmative vote of the members voting is necessary.

10.02-5 Resubmission. No question may be submitted to referendum which has been voted upon within the preceding year at the Annual Business Meeting or on referendum.

### CHAPTER 11. Medical Ethics

## Bylaws of the Minnesota Society of Anesthesiologists

The Principles of Medical Ethics of the American Medical Association and the Guidelines for the Ethical Practice of Anesthesiology of the American Society of Anesthesiologists are accepted as the governing code of ethics for members of this Society.

### CHAPTER 12. Amendments

The Bylaws of this Society may be amended at the Annual Business Meeting by an affirmative vote of two-thirds of the voting members present. If such an amendment is to be voted upon, the membership must be notified as to the nature of the amendment four (4) weeks before the date of the meeting. A referendum may be used to amend the Bylaws as outlined in Section 10.02-4.

### CHAPTER 13. Other Powers

All other powers and authority of the Society, including, without limitation, the determination of the policy, shall be vested in the voting members acting at the Annual Business Meeting or by mail or electronic ballot.

### CHAPTER 14. References

In all references on matters of procedure to the Bylaws of the American Society of Anesthesiologists (ASA), the Board of Directors of the Minnesota Society of Anesthesiologists (MSA) shall act as the Board of Directors of the ASA and the general membership of the MSA shall act as the House of Delegates of the ASA.

### CHAPTER 15. Resident Component

Section 15.01 Purpose. The purpose of resident involvement within the Minnesota Society of Anesthesiologists is to establish a forum for dealing with resident concerns, to organize the resident members of the Minnesota Society of Anesthesiologists for participation in this Society and the American Society of Anesthesiologists, and to encourage future involvement in the Minnesota and American Society of Anesthesiologists.

Section 15.02 Composition. Membership in the Minnesota Society of Anesthesiologists shall be a requisite for membership in the Resident Component.

Section 15.03 Bylaws. The Secretary-Treasurer of this Society shall maintain a file of the current Bylaws of the Resident Component, along with previous revisions or changes. These Bylaws may not conflict with the Bylaws of this Society.



## Bylaws of the Minnesota Society of Anesthesiologists

### CHAPTER 16. *Medical Student Component*

Section 16.01 Purpose. The purpose of medical student involvement within the Minnesota Society of Anesthesiologists is to establish a forum for dealing with medical student concerns, to organize the medical student members of the Minnesota Society of Anesthesiologists for participation in this Society and the American Society of Anesthesiologists, and to encourage future involvement in the Minnesota and American Society of Anesthesiologists.

Section 16.02 Composition. Membership in the Minnesota Society of Anesthesiologists shall be a requisite for membership in the Medical Student Component.