

BYLAWS
OF
Society for Pediatric Sedation

Article I

Principal Office

The principal office for the transaction of the business of this corporation is fixed and located at Atlanta GA. The board of Directors is granted full power and authority to change the principal office from one location to another.

Article II

Purposes

The purposes for which this corporation is formed and the powers which it may exercise are set forth in the charter of the corporation.

Mission Statement

"The Society for Pediatric Sedation (SPS) will strive to be the international multidisciplinary leader in the advancement of pediatric sedation by promoting safe, high quality care, innovative research and quality professional education."

Article III

Membership

Section 1. Membership. The society is open to all healthcare providers who are actively involved in the delivery of pediatric sedation and all those who wish to advance the society's mission. There shall be multiple categories membership in the corporation.

Section 2. Admission of Members. Individual persons who express an interest in pediatric sedation via clinical practice, research and/or education may be members of the corporation. Members must subscribe to the mission statement, bylaws, and purposes of this corporation and pay annual dues and assessments required by the Board of Directors and these Bylaws.

Section 3. Members' Liability. A member of the corporation is not, as such, personally liable for the acts, debts, liabilities or obligations of the corporation.

Section 4. Termination. A member may be expelled or suspended from membership or memberships with or without cause by a majority vote of the Board of Directors.

Section 5. Dues. Each individual member shall pay the corporation annual dues as set by the Board of Directors.

ARTICLE IV

Fiscal Year

The fiscal year of this corporation shall commence on the first day of July of each year and end on the last day of June of the following year.

ARTICLE V

Board of Directors

Section 1. Number of Directors. The affairs and business of the corporation shall be conducted by a Board of Directors consisting of the President, Vice-President, Secretary, Treasurer and between fifteen(15) and nineteen (19) members at large (the exact number and geographic distribution to be determined by the Board of Directors). Not less than one and not more than 5 individuals from the specialties of Anesthesiology, Emergency Medicine, Critical Care, Hospital Medicine, and other pediatric subspecialties will make up the board. One lay member should be a part of the board. The board will allow “guest” or “non-voting” members to the board meeting – as determined by the board itself.

The founding board will consist of 25 members with a one year limited term.

Section 2. Powers. Subject to limitations of the Charter, other sections of the Bylaws, and of Georgia law and subject to the directions of members, all corporate powers of this corporation shall be exercised by or under the authority of, and the business affairs of this corporation shall be controlled by, the Board of Directors.

Section 3. Selection and Term of Office. The founding board of directors shall be elected by the incorporators at the initial organizational meeting of the corporation. Thereafter, directors shall be elected at the annual membership meeting or by email ballot. Each of the initial directors shall hold office until a successor has been elected and qualified. Thereafter, all members of the board shall serve three year terms not to exceed two(2) consecutive terms. Any board member may succeed himself/herself but may not serve more than two terms in succession, unless as necessary to fulfill elected office. The fulfillment of the initial year of board membership, or the remainder of the term of another board member, shall not be included in the two term limit. Each director shall hold office for three (3) years and shall be staggered, with no more than one-third of the directors elected in any one fiscal year. In order to accomplish this

“staggering” effect, initial elections will be held after one year of membership for one third of the directors – with a subsequent re-election possible at that time for a three year term. The following year another election will be held for one third of the members – again with re-election possible for another three year term. In this way one third of the board will be up for election in the first three years after incorporation with subsequent elections occurring as outlined above. The members chosen to be put up for election in the first year and the second year will be determined by the Officers of the Society.

Section 4. Vacancies. Vacancies in the Board of Directors shall be filled by a majority of the remaining directors then in office, even though less than a quorum.

Section 5. Resignation and Removal. A director may resign at any time by written notice to the corporation. A director may be removed with or without cause by a majority vote of the directors entitled to vote at an election of directors. Directors shall be removed automatically upon three successive unexcused absences from regular Board meetings. The Board of Directors may reinstate the affected director at the next regular Board meeting upon presentation of facts to confirm a continued illness or such other extenuating circumstances that would be sufficient cause to have rendered attendance impossible or undesirable. A Board member removed in such a manner will be eligible for election, without prejudice, at the next regular election as though he had never served.

Section 6. Annual and Regular Meetings. The Board shall meet quarterly including, at minimum, one annual face to face meeting for the purpose of organization, selection of officers, and the transaction of other business at such time and place set by the Board of Directors. Written notice of the annual meeting and each regular meeting of the directors stating the time, place and purpose shall be given either personally or by mail/email/fax to each director not less than ten (10) nor more than sixty (60) days prior to the date fixed for the meeting.

Section 7. Special Meetings. Special meetings of the Board of Directors for any purpose or purposes may be called at any time by the President, or by the majority of the Executive Committee. Written notice of the time, place and purpose of special meetings shall be delivered, either personally or by mail/email/fax at least five (5) days before the date of the meeting.

Section 8. Place of Meetings. Annual, electronic regular and special meetings of the Board of Directors shall be held at any place, within or without the state of Georgia, designated in the call of the meeting, and in the absence of such designation at the principal office.

Section 9. Voting. Each director participating at a meeting of the Board shall be entitled to one vote. Directors shall be elected by a plurality of votes cast. All other actions shall be authorized by a majority of votes cast.

Section 10. Action Without a Meeting. Any action by the Board of Directors may be taken without a meeting if all members of the Board individually or collectively

consent in writing to taking the action without a meeting. If all directors so consent to taking the action without a meeting, the affirmative vote of the number of directors that would be necessary to authorize or take such action at a meeting shall be the act of the Board. Such written consent or consents shall be filed with the minutes of the proceedings of the Board of Directors.

Section 11. Quorum. The participation of a simple majority of the Board members shall be necessary and sufficient to constitute a quorum for the transaction of business. If a quorum is present when a vote is taken, the affirmative vote of a majority of directors present is the act of the Board unless the Charter, these Bylaws, or applicable law require otherwise.

Section 12. Presiding Officer. The President of the Board shall preside at all meetings of the Board, cast the deciding vote in the case of a tie, and have such other powers that the Board may entrust. The Vice-President of the corporation shall preside at meetings of the Board in absence of the President.

Section 13. Non-Profit Status/Conflicts of Interest. No part of the net earnings of the corporation shall inure to the benefit of, or be distributed to its officers or Board of Directors or other private persons, except that the corporation may pay reasonable compensation for services rendered and make payments and distributions in furtherance of the purposes set forth in the Charter. The Board of Directors shall not permit the corporation to pursue any activity which, although benefiting the organization as a whole, would operate to the advantage, financial, or otherwise, of any individual member (specifically).

Section 14. Committees of Directors. The Board of Directors may designate such committees of its members as it may deem advisable.

Section 15 Fees and Compensation. Directors may receive such reasonable compensation, if any, for their services, and such reasonable reimbursement for expenses, as may be fixed or determined by the members.

ARTICLE VI

Officers

Section 1. Officers. The officers of this corporation shall be a president, a vice president, a secretary, a treasurer, and such other officers as the Board of Directors may appoint.

Section 2. Nomination. At the annual meeting of each year, the President shall appoint a special committee charged with presenting nominees for the officers as listed in Section 1 of this Article. This committee shall report its recommendations by way of written ballot mailed to the Board of Directors at least thirty days prior to the next annual meeting.

Section 3. Election. Officers shall be elected by a plurality of votes made by written ballots of the Board of Directors at the annual meeting.

Section 4. Term and Removal. The term of office shall be one year, commencing on the date of election. An individual holding an office for two consecutive terms is only eligible for reelection to that office for an additional term, upon or following a special recommendation of the nominating committee. The officers shall be chosen annually by, and serve at the pleasure of, the Board, and shall hold their respective offices until their resignation, removal, or other disqualification from service, or until their respective successors shall be elected. The Board of Directors may remove from office any individual for just cause, and declare such office vacant.

Section 5. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, the Board of Directors shall elect a replacement officer to serve until the next annual meeting at which time the office shall be filled in a manner consistent with these bylaws.

Section 6. President. The President shall be a member of the Executive Committee, the Board of Directors, and all committees except the nominating committee (where this position will be held by the immediate past president). The President shall serve as ex-officio member of each committee, and cast a deciding vote in the case of a tie, with the exception of the Nominating committee. The President shall recommend to the Board of Directors, for their approval, individuals to serve on all special committees authorized by the Board of Directors. The President shall countersign all negotiable instruments with other persons authorized by the Board of Directors to sign checks, notes and other negotiable instruments. The President shall receive periodic activity reports from the Executive Director as directed. The President shall have such powers of supervision and management as may pertain to the office of President or as shall be assigned by the Board of Directors.

Section 7. Vice President. The Vice President shall be a member of both the Executive Committee and the Board of Directors. The Vice President shall assist the President and shall have such other powers and perform such other duties as may from time to time be prescribed by the President or Board. In the absence, disqualification or incapacity of the President, the Vice President shall perform the duties and exercise the powers of the President.

Section 8. Secretary. The Secretary shall be a member of both the Executive Committee and the Board of Directors. The Secretary in coordination with the Executive Director shall keep a full and complete record of the proceedings of the Board of Directors and of the members.

Section 9. Treasurer. The Treasurer shall be a member of both the Executive Committee and the Board of Directors. The Treasurer in coordination with the Executive Director shall collect, receipt for, and keep an account of all monies received

and expended for the use of the corporation. The Treasurer shall have the custody and care of all funds and securities of the corporation subject to inspection, supervision, and control by the Board of Directors, and shall maintain account(s) in such depositories as shall be approved by the Board of Directors. The Treasurer shall make reports of the corporation's finances to the President and the Board of Directors as directed, including a written annual financial report to be distributed to the general membership at the annual meeting. Upon the termination or expiration of his or her term of office, the Treasurer shall surrender to his or her successor in office all books, monies, and other corporation property in his or her possession. The Treasurer shall cause to be prepared an annual financial audit of the corporation's books and records and perform such other duties as may from time to time be prescribed by the Board.

ARTICLE VII

Committees

Section 1. Appointment. Within thirty (30) days after the Annual Meeting the President or the Board shall appoint standing committees. Committees shall serve in an advisory capacity to the Board of Directors. The Chairperson of each standing committee shall be a member of the Board of Directors. Appointments shall be for a term of one year, or until their successors are duly appointed. Any member may be appointed to serve in more than one area of service. The President may appoint additional special committees as needed. Each committee shall be populated by a cross section of sedation providers consistent with the mission of this organization.

Section 2. Executive Committee. The committee is composed of the President, Vice President, Secretary, Treasurer, and two additional director appointed by the Board. It is chaired by the President, responsible for leadership of the corporation, and empowered to act for the full Board in matters of immediate and urgent nature subject to the powers limited to the Board. Committee actions are subject to approval by the full Board at the next regularly scheduled meeting.

Section 3. Nominating Committee. The President shall appoint members. The immediate Past President shall serve as Chairperson (when one exists). A chairperson will be voted on by the founding board to begin the process during the first year of operation. The committee shall be responsible for presenting nominees for each office at the Annual Meeting and to present nominees for offices which are vacated during their term of office.

Section 5. Finance Committee. The President shall appoint members. The committee shall plan ways and means to raise funds to cover the costs of operating the corporation, including reimbursing directors and members their expenses incurred in performing their corporate duties. All fund raising projects and activities are subject to the approval of the Board. The committee shall present written/or oral progress reports of its activities at all Board meetings. The Treasurer will be part of this committee.

Section 6. Quality and Safety Committee. The President shall appoint members. The committee will work to develop metrics for safety and oversee standards and/or guidelines relating to the delivery of pediatric sedation. These metrics should be developed in a collaborative, multi-specialty manner and should not be specific to individual specialties – but rather broadly applicable to all sedation providers. This committee will also keep the board current on sedation standards/guidelines published by other agencies. The committee shall present written/or oral progress reports of its activities at all Board meetings.

Section 7. Research Committee. The President shall appoint members. This committee in order to promote meaningful research in pediatric sedation will develop a database on meaningful literature relating to pediatric sedation. Members will be invited to do evidence-based reviews of the literature and disseminate results as well as suggest areas that are in need of further investigation. This committee S will serve as an important meeting and starting point for multi-center studies involving pediatric sedation. Studies will be encouraged that will evaluate the use of a variety of pharmacological agents as well as care delivery systems. The committee shall present written/or oral progress reports of its activities at all Board meetings.

Section 8. Member Outreach Committee The President shall appoint members. This committee will endeavor to develop and provide an outstanding information resource on the world wide web to include literature (with reviews), training courses in sedation, discussion groups, and other resources. This committee will organize regular meetings of the entire society and promote other meetings related to pediatric sedation and work to organize training for sedation providers based on the core competencies mentioned above. The committee shall present written/or oral progress reports of its activities at all Board meetings.

ARTICLE VIII

Indemnification

Any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (including any action by or in the right of the corporation) by reason of the fact that he or she is or was serving as an officer or director of the corporation or is or was serving at the request of the corporation as a director or officer of another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified by the corporation against expenses (including reasonable attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding if he/she acted in good faith for a purpose which he/she reasonably believed to be in the best interest of the corporation, and, in criminal actions or proceedings, he/she had no reasonable cause to believe that

his/her conduct was unlawful, to the maximum extent permitted by and in the manner provided by the Tennessee Nonprofit Corporation Act. The corporation shall indemnify a director who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which he/she was a party because he/she is or was a director of the corporation against reasonable expenses incurred by him/her in connection with the proceeding.

ARTICLE IX

Authorities

The rules of procedure contained in the latest edition of Robert's Rules of Order, Revised, shall govern all corporation meetings, as well as meetings of the Board of Directors and its committees, in all cases to which they are applicable, and in which they are not inconsistent with the Charter and Bylaws of this corporation.

ARTICLE X

Amendments

Section 1. Amendments. Any amendment to these Bylaws shall first be approved by the 2/3 of the Board of Directors, and then shall be ratified by at least 51% vote of those members present and voting at any duly called meeting of the members at which a quorum is present. At the discretion of the Board, in lieu of a duly called meeting of the members, these Bylaws may be amended by a two-thirds vote of the membership through the use of a mail ballot. The proposed amendment shall have been submitted in writing to the Secretary and forwarded to the membership not less than fifteen days prior to such electronic meeting or ballot. Amendments may be proposed by the Board of Directors or by any three members of the corporation.

Section 2. Review. The President shall appoint a committee every two years for the purpose of reviewing these Bylaws and making recommendations for change to the Board of Directors.