

AMENDED AND RESTATED BYLAWS
OF
Society for Pediatric Sedation
Adopted July, 2018

Article I

Principal Office

The principal office for the transaction of the business of this corporation (sometimes herein after referred to as "the Society") shall be located at such location, within or outside of the State of Georgia, as may be determined by the Board of Directors from time to time.

Article II

Purposes

The purposes for which this corporation is organized is to provide education and promote awareness of pediatric sedation and, otherwise, as set forth in the articles of incorporation. Except as may be limited by the articles of incorporation or by law, the corporation shall possess all powers and authorities granted by the Georgia Nonprofit Corporation Code.

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. Membership in the corporation is open to all healthcare providers involved in the delivery of pediatric sedation and to other persons who wish to advance the society's mission. There shall be multiple categories of membership in the corporation. The membership categories shall be: Sustaining Member; Physician/Dentist;; Allied Health; Associate; and Trainee, as more specifically described below.

Section 1.1. Categories of Membership.

- A. Sustaining Member. Any healthcare provider who meets the criteria for membership within the Physician/Dentist or Allied Health categories may become a Sustaining Member member by paying such additional fee as is established by the Board of Directors. Membership in this category provides the member with special recognition and privileges as determined by the Board of Directors.

- B. Physician/Dentist. Licensed physicians or dentists with an interest in pediatric sedation may become a member.
- C. Allied Health. Any licensed healthcare provider who is not a physician or dentist may become a member.
- D. Associate. Anyone with an interest in the field of pediatric sedation who does not meet the criteria of any other category may become an associate member. Privileges and benefits shall be approved by the Board of Directors.
- E. Trainee. Any student, resident or healthcare provider involved in a training program may become a member.

Section 1.2. Voting. Members in the following categories shall have voting privileges: Sustaining Member, Physician/Dentist, and Allied Health. Each member in good standing in the foregoing categories shall be entitled to one (1) vote on each matter submitted to the membership for a vote, provided, however, that the Board of Directors may suspend the voting privileges of any member who has failed to pay dues in a timely manner or for other reasons as determined by the Board of Directors, from time to time. A membership quorum for the purposes of voting on any matter to be voted upon by the membership shall be defined as members holding at least that number of votes as is equal to seven percent (7%) of the total number of votes eligible to be cast by voting members of the corporation as of the first day of the fiscal year during which such vote is held. Except as otherwise provided in these bylaws or as required by law, if a quorum is present at a meeting of the members (or the quorum requirements are satisfied in connection with any ballot in writing or by electronic transmission) the affirmative vote of a majority of the votes cast at such meeting (in connection with such ballot in writing or by electronic transmission) shall represent and be the approval and act of the members.

Section 1.3. Action by Ballot in Writing or Electronic Transmission. Any action that may be taken at any annual, regular, or special meeting of the members may be taken without a meeting by ballot in writing or by electronic transmission to every member entitled to vote on the matter. A ballot in writing or by electronic transmission shall:

- (i) Set forth each proposed action; and
- (ii) Provide an opportunity to vote for or against each proposed action.

A proposed action submitted to the members by ballot in writing or by electronic transmission shall be approved if, and when, the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at with the total number of votes cast was the same as the number of votes cast by ballot. All solicitations for votes by ballot in writing or by electronic transmission shall:

- (i) Indicate the number of responses needed to meet the quorum requirements;

- (ii) State the percentage of approvals necessary to approve each matter other than the election of directors; and
- (iii) Specify the time by which a ballot must be received by the corporation in order to be counted.

A ballot in writing or by electronic transmission may not be changed or revoked once delivered by a member.

Section 1.4. Notice. Notice of any meeting or ballot in writing or by electronic transmission shall be given in writing or by electronic transmission. Notice may be communicated by electronic transmission or by mail or private carrier, and notice by electronic transmission shall be equivalent to notice in writing for all purposes; provided, however, notice by electronic transmission must be transmitted by email or other manner consented to by the member and such consent shall be revocable by the member by written notice to the corporation. Any such consent shall be deemed revoked at such time as the officer charged with the duty of delivering such notices becomes aware that the corporation has been unable to successfully deliver notice by electronic transmission to the member on two (2) consecutive instances in the manner previously consented to by such member.

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. The Board of Directors may, from time to time, establish other criteria for admission to membership in the corporation.

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 in the corporation 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 January of each year and end on the last day of December of such year.

ARTICLE V

Board of Directors

Section 1. Number of Directors. The Board of Directors of the corporation shall be comprised of the President, President Elect, Secretary/Treasurer, Immediate Past President, four (4) Committee Chairs appointed by the President (Education, Research, Quality and Safety, and Nursing) and seven (7) directors elected from the membership at large (“At Large Directors”). To the maximum extent possible, each of the disciplines of Anesthesiology, Emergency Medicine, Critical Care, Hospital Medicine, and Nursing shall be represented on the Board by not less than one (1) and not more than four (4) individuals licensed and practicing within such disciplines. In connection with the election of directors each year, the Nomination Task Force shall assess the make-up of the Board and shall nominate qualified candidates in a manner designed to maintain the interdisciplinary balance on the Board described above. In addition, to the extent feasible, the Nomination Task Force will also seek to ensure that the Board includes a director from an Allied Health specialty area.

Section 2. Powers. Subject to limitations of the articles of incorporation, other sections of these Bylaws, and applicable law, all corporate powers of this corporation shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of, the Board of Directors.

Section 3. Selection and Term of Office. At Large Directors shall be elected at the annual membership meeting or, if determined by the Board of Directors, by electronic ballot process conducted in accordance with applicable law and these Bylaws. In each such election, directors shall be elected by plurality vote, with the candidates receiving the highest number of votes cast being elected to each open board position until all such positions are filled and it shall not be a requirement that any such candidate have received a majority of the votes cast. Committee Chair Board members and At Large Board members will each serve three (3) year terms. Each Board Officer (President, President-Elect, and Secretary/Treasurer) shall hold office for two (2) years. Board members may succeed themselves but may not serve more than two (2) terms in succession, unless as necessary to fulfill committee chair and/or elected officer roles. 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.

Section 4. Vacancies. Vacancies in the Board of Directors may 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 then in office. A director shall be removed automatically upon three (3) 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 hold regular quarterly meetings, one of which shall be an annual 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 other 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) days prior to the date of such 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, 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; Methods of Participation at Meetings. Each director participating at a meeting of the Board shall be entitled to one vote. Unless otherwise required by the articles of incorporation, applicable law, or these Bylaws, all actions of the Board shall be authorized by a majority of votes cast. At any regular, annual, or special meeting of the Board, any or all directors may participate in such meeting by, or conduct such meeting through the use of, any means of communication by which all directors participating may simultaneously hear each other during the meeting, and any director so participating by such means shall be deemed to be present in person at the meeting.

Section 10. Action Without a Meeting. Any action by the Board of Directors may be taken without a meeting by written consent. Any such action must be evidenced by one or more consents in writing or by electronic transmission describing the action taken, signed by not less than a majority of the directors then in office, and delivered to the corporation for inclusion in the minute books of the corporation in which the records of the proceedings of the Board of Directors are maintained. For the foregoing purposes, the signature of a director includes any manual, facsimile, or electronic signature of such director.

Section 11. Board 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 articles of incorporation, these Bylaws, or applicable law require otherwise.

Section 12. Presiding Officer. The President 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 President-elect 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 members, directors, officers, 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 articles of incorporation. 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 President-Elect, Immediate Past President, and a Secretary/Treasurer, and such other officers as the Board of Directors may appoint.

Section 2. Nomination process. At the annual meeting of each year, the President shall appoint a Nomination Task Force chaired by the Immediate Past President and charged with presenting nominees for Officers and Directors as listed in Section 1 of this Article. This committee shall report its recommendations by way of written or electronic ballot sent 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 or electronic ballots of the Board of Directors.

Section 4. Term and Removal. The term of office shall be two (2) years commencing on the date of election. An individual who has already held an office for two (2) consecutive terms is only eligible for reelection to that office for an additional term, upon or following a special recommendation of the Nomination Task Force. 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, with or without cause, remove from office any individual 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. The President shall serve as ex-officio member of each 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 or designated management organization personnel 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. President-Elect. The President-Elect shall be a member of both the Executive Committee and the Board of Directors. The President-Elect 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 President-Elect shall perform the duties and exercise the powers of the President. The President-Elect will succeed the President upon the end of the President's term. Section 8. Secretary/Treasurer. The Secretary/Treasurer shall be a member of both the Executive Committee and the Board of Directors. The Treasurer in coordination with the Executive Director or designated personnel of the contracted managing organization shall collect, receipt for, and keep an account of all monies received and expended for the use of the corporation. The Secretary/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 Secretary/Treasurer shall oversee the recording, review and upkeep of the minutes of meetings of the Board of Directors, Executive Committee and Standing Committees. The Secretary/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 Board of Directors at the annual in person meeting. Upon the termination or expiration of his or her term of office, the Secretary/Treasurer shall surrender to his or her successor in office all books, monies, and other corporation property in his or her possession. The Secretary/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.

Section 9. Immediate Past President: The Immediate Past President shall be a member of both the Executive Committee and the Board of Directors for a two (2) year term. The Immediate Past President shall chair the Nomination Task Force.

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 three years (except for Chair of the Membership Committee), not to exceed two consecutive terms, 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 Society voting members consistent with the mission of this organization.

Section 2. Executive Committee. There shall be an Executive Committee composed of the President, President-Elect, Secretary/Treasurer, Immediate Past President, and up to two (2) other directors appointed by the Board. The Executive Committee shall be chaired by the President and, in the interim between meetings of the Board, shall be empowered to exercise the authority and powers of the Board, except that the Executive Committee may not:

- (i) Approve or recommend to the members a dissolution or merger of the corporation or a sale, pledge, or transfer of all or substantially all of the corporation's assets;
- (ii) Elect, appoint, or remove directors or fill vacancies on the Board or any committees appointed by the Board;
- (iii) Adopt, amend, or repeal the articles of incorporation or bylaws of the corporation; or
- (iv) Approve any distribution by the corporation to its members, directors, or officers.

For the forgoing purposes, a "distribution" is defined the payment of a dividend or any part of the income or profit of a corporation to its members, directors or officers. Payment of indemnification or reasonable compensation, fees, or expenses incurred in the performance of duties on behalf of the corporation is not a distribution for such purposes.

A report of all actions taken by the Executive Committee during intervals between meetings of the Board shall be delivered to the Board at the next succeeding meeting of the Board.

Section 3. Quality and Safety Committee. The President shall appoint members, which may include current and former directors. The committee will work to develop metrics for safety and quality in pediatric sedation care and recommend 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 maintain Society awareness about sedation standards/guidelines published by other organizations. The committee shall present written/or oral progress reports of its activities at all Board meetings. Ad hoc task forces may be organized as needed for ongoing work or short term project management.

Section 4. Research Committee. The President shall appoint members, which may include current and former directors. This Committee will work to promote excellence in pediatric sedation care by providing oversight and management of a database/repository of sedation care related data designed to promote clinical research in the field. The Committee will serve to provide the Society's endorsement of research projects and publications. The Committee will provide oversight and management of the Pediatric Research Consortium Database to maintain quality standard comparisons and benchmarking to Institutional Members. The committee shall present written/or oral progress reports of its activities at all Board meetings. Ad hoc task forces may be organized as needed for ongoing work or short term project management.

Section 5. Membership and Communication Committee. The President shall appoint members, which may include current and former directors. The Committee will focus on both Institutional and individual membership retention and growth and communication of Society activities to the membership. The committee shall present written/or oral progress reports of activities at all Board meetings. Ad hoc task forces may be organized as needed for ongoing work or short term project management.

Section 6. Education. The President shall appoint members, which may include current and former directors. This committee will develop and provide outstanding information resources about pediatric sedation to Society members, to healthcare providers and the public. This Committee will organize regular meetings of the entire Society, promote other meetings related to pediatric sedation and work to organize and provide training for sedation providers. The committee and standing Sub-Committees shall present written/or oral progress reports of its activities at all Board meetings. Ad hoc task forces may be organized as needed for ongoing work or short term project management.

Section 7. Nursing and Allied Health. The President shall appoint members, which may include current and former directors. This Committee will be chaired by an RN or APN. This Committee will provide advice to the Board and other Committees about the best practices involved in advancing the mission of the Society and the charge of the Committee as it pertains to the disciplines of nursing, advanced practice nursing and Child Life Services. The Committee shall present written/or oral progress reports of its activities at all Board meetings. Ad hoc task forces may be organized as needed for ongoing work or short term project management.

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 (collectively, an “action”), 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 to the maximum extent permitted by and in the manner provided by the Georgia Nonprofit Corporation Act 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 if, in the determination of a majority of the directors who are not a parties to such action (or, if there are no such directors, then in the determination of special independent counsel appointed by the highest ranking officer who is not a party to such action), 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. It shall be mandatory for the corporation to indemnify a director who was wholly successful, on the merits or otherwise, in the defense of any action 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 action.

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 two thirds (2/3) of the Board of Directors, and then shall be ratified and approved by at least a majority 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 ratified and approved by the members through the use of a ballot by mail or electronic transmission in the manner provided in Article I above. The proposed amendment shall have been submitted in writing to the Secretary and forwarded to the membership not less than fifteen (15) days prior to such ballot by mail or electronic transmission. Amendments may be proposed by the Board of Directors or by voting members of the corporation holding not less than five percent (5%) of the total number of votes held by all voting members.

Section 2. Review. The President may appoint a task force Chaired by the Immediate Past President every two (2) years for the purpose of reviewing these Bylaws and making recommendations for change to the Board of Directors.