

**BYLAWS OF THE
SOCIETY for the ADVANCEMENT of
GERIATRIC ANESTHESIA**

Revised October 11, 2002

PREFACE

This corporation is organized exclusively for charitable, scientific and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributed to, any of its members, trustees, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payment and distributions in furtherance of the organization's 501(c)(3) purposes.

No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Notwithstanding any other provision of these Bylaws, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future United States Internal Revenue law, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code or the corresponding section of any future United States Internal Revenue law.

Generally, the goals of the corporation shall be:

- a. To enhance and improve all aspects of the care of geriatric patients having an operation, including preoperative evaluation and preparation, intraoperative anesthetic and surgical management, and postoperative care.

- b. To encourage high ethical and professional standards by fostering and encouraging education and scientific progress in the care of the geriatric patient presenting for surgery.
- c. To participate in the development of guidelines for residency education in geriatric anesthesiology.
- d. To support research that will contribute new knowledge in aging-related fields especially as related to the delivery of clinical anesthesia services.
- e. To cooperate with universities, government agencies or any other organizations in matters affecting the purposes of the Society.
- f. To address issues that surround the aging practitioner of anesthesiology.

ARTICLE I – NAME

1.1 Name. The name of this corporation shall be the Society for the Advancement of Geriatric Anesthesia (SAGA or the Society), a nonprofit corporation incorporated under the General Corporation Law of the State of Washington.

ARTICLE II – OFFICES

2.1 Principal Office and Registered Office. The principal office and the registered office of the Society for the Advancement of Geriatric Anesthesia shall be in the state of Washington.

2.2 Other Offices. The Corporation may, in addition to its principal office, have offices at such other places, either within or without the State of Washington, as the Board of Directors may from time to time designate or as the business of the Corporation may require.

ARTICLE III – MEMBERSHIP

3.1 Categories. The Society shall have seven classes of members: active, associate, resident, international, honorary, lifetime and retired membership. Membership is open to any health care professional of any nation who has an interest in geriatric anesthesia.

3.2 Eligibility Requirements. The eligibility requirements for the various categories of membership are as follows:

3.21 Active Membership. A candidate for Active Membership shall be a physician or Ph.D. who has clinical experience, scientific publication, presentation or other acceptable means demonstrating interest and knowledge in geriatric anesthesia.

3.211 Only Active Members of the Society shall be permitted to vote, hold office and serve on the Board of Directors.

3.212 Active Members who join the society within one year of Society incorporation and pay five (5) years dues on joining the Society will be considered Charter Members.

Charter members will resume paying dues after that five year period.

3.22 Associate Membership. A candidate for Associate Membership shall be any non-physician who has clinical experience, scientific publication, presentation or other acceptable means demonstrating interest and knowledge in geriatric anesthesia. In addition, non-anesthesiologist physicians may join as Associate Members if they do not desire the additional benefits of Active Membership.

3.23 Resident Membership. A candidate for Resident Membership shall be in full-time training in an approved residency or fellowship in the specialty of anesthesiology and have, by clinical experience or other means, demonstrated interest and knowledge in geriatric anesthesia.

3.24 International Membership. Individuals residing outside the United States or Canada may join the Society as International Members. Candidates must otherwise have the same qualifications as Active, Associate, or Resident Members.

3.25 Honorary Membership. Individuals in fields of medicine other than anesthesiology who have made significant contributions either to the educational aspects of geriatric anesthesiology training, the development of geriatric anesthesia techniques or the advancement of related technologies may be elected to Honorary Membership. They shall have attended or made a presentation at one of the annual meetings.

3.251 Honorary Members shall not be required to pay dues.

3.252 Honorary Membership shall be conferred by a majority vote of the Board of Directors and must be renewed yearly.

3.26 Lifetime Membership. Active, Associate or Resident Members may join or change their status to Lifetime Membership upon payment of specified dues. Only those Lifetime Members who otherwise qualify for Active membership will be allowed to vote, hold office or serve on the Board of Directors.

3.27 Retired Membership. A candidate for Retired Membership shall be an individual who has clinical experience, scientific publication, presentation or other acceptable means demonstrating interest and knowledge in geriatric anesthesia, but who has retired from professional practice.

3.3 Election of Members. Nomination for membership shall be by letter of request. The letter shall be submitted by the candidate along with a check drawn in United States funds for one year's dues to the Society's Treasurer for processing. Upon approval of the candidate, each member shall be notified.

3.4 Dues. The amount for annual dues for Active, Associate, Resident, International and Retired membership and the amount for Lifetime membership shall be determined by the Board of Directors.

3.5 Discipline of Members. Membership may be revoked by the Board of Directors for any of the following.

3.51 Any member who has been delinquent in paying his annual dues for a period of 90 days after the final notice shall have his membership terminated. A notice shall be forwarded to such member prior to termination informing him of the intentions of the Society. The termination shall be automatic if no satisfactory reply is received within 30 days after such mailing.

3.52 At all times, membership shall be contingent upon acceptance and compliance with the provision of articles and bylaws.

3.6 Privileges. All membership categories have the right to attend and participate in the scientific sessions of the annual meeting and any other educational, charitable, or social functions sponsored by the Society.

3.7 Resignation. Any member may resign by filing written resignation with the Secretary of the Society but such resignation shall not relieve the member so resigning of the obligation to pay dues, assessments or other charges therefore accrued and unpaid.

3.8 Transfer of Membership. Membership in the Society is not transferable or assignable.

3.9 Reinstatement. Upon written request signed by the former member and filed with the Secretary of the Society, the Society may reinstate a former member to membership upon such terms as the Board may deem appropriate.

ARTICLE IV – MEETINGS

4.1 Annual Business Meeting:

4.11 The annual business meeting shall be held at a time and location decided by the Board of Directors, usually in combination with the Annual Educational Program.

4.12 The President shall open, moderate and chair the business meeting.

4.13 Organization. The order of business at the annual business meeting shall be as follows:

Call to order

Treasurer's report

Secretary's report

Committee reports

Old business

New business

President's report

Installation of Officers

Adjournment

4.2 Special meetings. Special meetings of the membership may be called by the Board of Directors or the President.

4.3 Action by Members. The affirmative vote of a majority of the votes which may be cast at any meeting shall be the act of the members, unless the vote of a greater or lesser number is required by law, the Articles of Incorporation, or the bylaws; provided, however, in the election of officers and Board members, a plurality of the valid votes cast by open ballot in favor of a candidate shall be sufficient for this election. Voting by proxy shall be excluded.

4.31 The Secretary of the Society or his designate will count the votes and this count will be certified and verified by the Treasurer.

ARTICLE V – OFFICERS

5.1 Designation. The Officers of the Society shall be the President, President-Elect, Secretary and Treasurer.

5.11 No Member shall hold more than one office at the same time.

5.2 Term. The term of office of each Officer shall be two years. Only the Secretary and Treasurer may serve in the same post for consecutive terms, for a maximum of three consecutive terms. Time in office that is held in fulfillment of an un-expired term does not count toward these limitations. The President-Elect shall succeed the President in office at the conclusion of the President's term.

5.3 Duties of Officers. The Officers of this Society are charged and entrusted as follows:

5.31 President. The President shall perform all duties incident to the office and such other duties as may from time to time be assigned by the Board.

Shall serve as ex-officio member without vote on all committees with the exception of the Executive committee upon which he shall serve as a voting member.

Shall be the Chair of the Board of Directors.

Shall preside at all regular and special meetings of the Board.

Shall appoint the Chairs of all standing committees as may be necessary or convenient to carry on the activities of the Society, except as provided for in these Bylaws.

Shall have the right to call special meetings of the Board, upon at least 30 days notice to each Board member.

Shall be able to convene an emergency meeting of the Board, provided all Board members are notified and at least two-thirds agree.

5.32 President-Elect. The President-Elect shall assist the President in performance of the President's duties.

Shall preside in the absence of the President at meetings of the Society.

Shall witness the affairs of the Society in anticipation of his/her term as President.

Shall perform any other duties assigned by the Board of Directors or the President

Shall designate committee Chairs and committee members with such appointments becoming effective at the start of his/her term.

5.33 Secretary. The secretary shall perform the duties generally pertaining to the office and shall be responsible to the Board.

Shall have charge of all papers, books, archives and other property belonging to the Society.

Shall keep a record of all the proceedings of the Society and send to all members notices of meetings or other information deemed necessary by the President or the Board.

Shall preside over all nominating and election functions of the Society.

5.34 Treasurer. The Treasurer shall perform the duties generally pertaining to the office and shall be responsible to the Board.

Shall mail to each member a bill for dues and assessments on or before January 1, of each year for the coming year.

Shall, on April 1, notify all members of their deficiencies and dues and of the penalty incurred for nonpayment.

Shall render a statement of the financial status of the Society including a detailed account of all receipts and disbursements of the Society at the Annual Meeting and as requested by the President and/or board of Directors.

Shall have the right to sign checks on behalf of the Society.

5.4 Nominations of Officers. Nominations for officers shall be made in writing to the President of the Society. Any nominee for any elected office must acknowledge in writing to the president

prior to the election his/her willingness to accept the position. Only Active Members are eligible for nomination and election to any office. This process must be completed, and the slate of candidates distributed to the voting membership at least 30 days prior to the annual membership meeting. In the event that no applicants for an office are identified and distributed by 30 days prior to an election, nominations can be made from the floor at the election. Written or oral evidence of the nominee's willingness to serve must be presented at the time of nomination.

5.5 Election of Officers. All officers shall be elected by the voting members. Election shall occur by voting, by closed ballot, with the nominee receiving a plurality of vote being named the winner. In the case of a tie vote, the voting shall continue until the tie is broken.

5.6 Installation. The officers will be installed at the close of the annual business meeting or the close of the annual educational meeting, whichever finishes later, if the annual business and annual educational meetings are held in conjunction.

5.7 Vacancy of Office of President. If the office of the President becomes vacant for any cause, the President-Elect shall immediately assume the Office of the President.

5.71 Vacancy of the Office of President-Elect. Any vacancy occurring in the Office of President-Elect shall be filled by the voting members at an Annual or special meeting.

5.72 Vacancy of the Office of Secretary/Treasurer. Should the Office of the Secretary or the Treasurer of the Society become vacant, by majority vote the remaining members of the Board of Directors shall elect a member to serve until the next annual meeting at which time a successor shall be elected by the members.

5.8 Removal. Any Officer may be removed by resolution declaring that such removal to be in the best interests of the Society and adopted at any regular or special meeting of the Board by two-thirds of the Directors then in office or by majority vote of voting members of the Society at an Annual or Special Meeting.

5.9 Resignations. Any Officer may resign at any time by giving written notice to the Board of Directors.

ARTICLE VI – BOARD OF DIRECTORS

6.1 Composition. The Board of Directors shall be composed of the President, President-Elect, Immediate Past-President, Secretary, Treasurer and six (6) Members-at-Large.

6.11 Members-at-Large. Each Member-at-Large will serve a 2 year term. Terms will commence on a staggered basis such that three members are elected each year. Elections will occur at the annual business meeting. Members-at-Large may serve a maximum of two consecutive two-year terms. Members-at-Large who serve a one-year term or less shall be eligible to serve two subsequent, consecutive, two-year terms.

6.2 Powers. The Board of Directors of the Society shall have and may exercise powers of authority appertaining to such acts for the Society in the interval between meetings of the corporation except as otherwise specified in the Articles of Incorporation or Bylaws. The board shall have supervision over all standing committees, all appointed officers, agents, employees, from who it may require reports annually.

6.21 Action by the Board of Directors. The affirmative vote of a majority of the voting Board members present shall be the act of the board unless otherwise required by these Bylaws.

6.3 Duties and Responsibilities. The Board will be responsible for the overall planning and promotion of the educational, charitable, scientific and social functions of the Society. It may appoint ad hoc committees as necessary for this purpose. It shall be the duty of the Board to encourage attendance at meetings and to urge each member to participate in the work of the Society. The Board shall stimulate camaraderie among the members.

6.4 Reports to the Membership. The Board shall be obligated to bring before the membership all matters of major policy or of unusual importance, unless in its considered judgment, a delay in action would be injurious to the Society. In that event, a report of its actions shall be rendered to the membership at the earliest opportunity.

6.5 Board Meetings.

6.51 Frequency. The Board will meet at least annually.

6.6 Vacancies.

6.61 Resignations from the Board. Any Member of the Board may resign at any time by giving written notice to the Board of Directors. Such resignation shall take effect at the time therein specified; and the acceptance of said resignation shall not be necessary to make it effective.

6.62 Removal. Any member of the Board of Directors can be removed from office by a three-quarters vote of the members of the Board of Directors.

6.63 Vacancy on the Board of Directors. In the event of a vacancy of a Member-at-Large position, the remaining members of the Board of Directors shall, by majority vote, elect a member to serve until the next annual meeting at which time a successor shall be elected by the members. At the time of election, if a year remains in the term of the vacant position, then the term of the elected Member-at-Large shall be one year. There shall be no increase or decrease in the total number of authorized Board members.

6.7 Quorum. The quorum of the Board of Directors is defined as one-third of the voting members of the Board.

6.8 Nomination and Election of the Board of Directors. The form, procedures, requirement and limitations for election of the Members-at-Large of the Board of Directors will be the same

as those already specified in these Bylaws for the nomination and election of Officers of the Society.

ARTICLE VII – COMMITTEES

7.1 Executive Committee. The day-to-day affairs of the Society shall be managed by the Executive Committee of the Board of Directors, herein referred to as the “Executive Committee.”

7.11 Composition. The composition of the Executive Committee shall be: The President, President-Elect, Immediate Past President, Secretary, and Treasurer.

7.12 Duties and Powers. The duties and powers of the Executive Committee shall be: To exercise the right of powers of the Board of Directors between meetings and to delegate this responsibility at its direction, and to report in full to the Board the proceedings of the Executive Committee.

7.2 Additional Committees. Additional committees of the Society may be appointed by the President as he/she shall deem necessary.

7.21 Appointment of Chairs. Chairs of the various committees shall be appointed by the President in consultation with the Executive Committee. All appointed positions shall be confirmed by the Board of Directors within 30 days of the appointment. The Board of Directors has veto power of appointments by majority vote.

7.211 Terms of Office for Chairs. Chairs will serve a two-year term of office and will be eligible for reappointment without limit.

7.212 Duties of the Committee Chairs. Committee Chairs shall report in writing annually to the Board and may upon request through the Executive Committee to address the Board at any time. Chairs shall, after consulting with the committee members, recommend specific actions to the Board of Directors for its approval or disapproval.

The Board of Directors implements the recommendations of committee members and committee Chairs.

7.22 Appointment of Committee Members. The President will appoint committee members in consultation with the Committee Chair.

7.221 Term of Office for Committee Members. Committee membership shall be for a term of two (2) years. Membership may be renewed for a maximum of six (6) years continual service without at least one full year of intervening non-membership.

ARTICLE VIII – DISSOLUTION

The property of this corporation is irrevocably dedicated to charitable and educational purposes.

Upon the winding up and dissolution of the corporation, after paying or adequately providing for the debts and obligations of the corporation, the remaining assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future United States Internal Revenue law, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE IX – AMENDMENTS TO BYLAWS

9.1 Members of the Society may amend, make, or repeal the Bylaws on a majority vote of the voting members present and represented at an annual, regular or special meeting.

9.2 Emergency Situations. In emergency situations, the Bylaws may be changed at any time by a two-thirds vote of the Board of Directors. If the Bylaws are amended by such a vote of the Board, then the amendment shall be submitted to the membership at the next annual, regular or special meeting convened. During the interval between the approval of the Board's action by the members and the Board's vote, the changes shall be binding on the Society. The vote of the membership shall be binding on the Board of Directors.

9.3 Conflict with Articles of Incorporation. The provision of the Bylaws shall not be inconsistent with the laws of the State in which the Society is incorporated and with the Articles of Incorporation of the Society. All proposed changes in the Bylaws or Articles of Incorporation shall be reviewed by the Executive Committee and presented to the Board of Directors.