

Society for Technology in Anesthesia

Bylaws Revised and Approved 01/12/2018

ARTICLE I: NAME

The name of this organization shall be the Society for Technology in Anesthesia (STA).

ARTICLE II: PURPOSE

The purpose of the Society is the improvement of the quality of patient care by improving technology and its application. The Society may promote, stimulate and encourage research, study, interest and writing in the technology of anesthesia; lend its support to and cooperate with local, national or international organizations having similar purposes; foster and arrange meetings, forums, discussions, lectures, and exhibitions as well as issue publications and present awards; and such other purposes as are approved by the Board of Directors and members.

ARTICLE III: MEMBERSHIP

Section I

Membership in this Society shall be under one of the following categories:

(1) **Active Membership:** Physician and Advanced Degree Members: an individual becomes eligible for active membership in the Society having met the criteria for membership and payment of current dues. Active membership is for a period of one year (January – December) and active status is based on payment of dues. Active members shall be any licensed physician or other individual with an advanced degree (MS, PhD or equivalent), who is interested in anesthesia technology shall also qualify for Active membership. Only Active members of the Society shall be permitted to vote, hold office, and serve on the Board of Directors.

(2) **Fellow, Resident, Medical Student and Research Graduate Membership:** A physician or any graduate student in applied sciences who is in full-time training in an approved residency program shall qualify for Resident membership, provided a letter of confirmation is received from the Department Chair or Residency Program Director. Resident members shall have all of the privileges of active membership.

~~3) **Affiliate Membership:** An individual who does not meet the requirements for any other category of membership and is interested in anesthesia technology may be eligible for affiliate membership upon suggestion by the Membership Committee and approval by the Board of Directors. Affiliate membership is for a period of one year (January-December) and affiliate status is based on payment of dues. Affiliate members shall be permitted to vote but shall not hold office or serve on the Board of Directors.~~

~~4) **Honorary Membership:** An individual may be made an honorary member upon the recommendation of the Board of Directors. Honorary members shall have all rights and privileges of an Active member without the requirement of dues.~~

~~5) **Corporate Membership:** A company having an interest in the technology of anesthesia may submit an application for membership and payment of dues or fees according to different levels as designated by the Board of Directors.~~

~~6) **Constituent Societies:** Any organization having purposes similar to those of the Society may apply to the Society for membership; upon approval of the Board of Directors, the Constituent Society may select one delegate to attend the Annual Meeting.~~

ARTICLE IV: ELECTED OFFICERS

The elected officers of the Society shall consist of: President, President-elect, Secretary, Treasurer and four At-Large Directors. The At-Large Directors shall be two open, one industry and one international. All officers must be members of the Society. The President and President-elect shall be elected for one-year terms. The Secretary and Treasurer shall be elected for three-year terms and may serve for not more than two consecutive terms. The President-elect will exercise all the duties and prerogatives as currently constituted and shall, in addition, assume the office of President in the subsequent year. The At-Large

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Directors shall be elected as follows, the two open At-Large Directors each for a term of three years in rotation. The industry and international At-Large Directors each for a term of one year.

Nomination for these officers will come from the Nominating Committee. The Nominating Committee shall circulate a call for nominations to the membership of the Society. Nominations for officers may be submitted to the Society office by any member prior to the October Board Meeting at the ASA. The Nominating Committee will review the submitted nominations, and shall name one or more candidates for each office except the President. The President-Elect shall automatically move to the office of President. A ballot shall be provided by any technology available to all members not less than thirty days prior to the Annual Business Meeting. The officers shall be elected by a majority of the valid votes cast and shall take office at the Annual Business Meeting.

Consent without Meeting: Any action required or permitted by the Articles of Incorporation, Bylaws or any provision of law to be taken at a meeting or by resolution of the members of STA may be taken without a meeting. Members may take action by a written resolution approved by 51% or more of members entitled to vote on the said resolution. Notice of such meeting shall be transmitted by mail, fax or email to all members who shall be able to approve the resolution in writing or by transmitting such approval back to the sender by e-mail with a deadline for casting a vote of no less than 30 days from notification. When the resolution is adopted, all members, including those who did not vote, shall be notified of the approval. Such notification may be by e-mail.

ARTICLE V: GOVERNING BODY

The governing body of the Society shall be called the Board of Directors (hereinafter referred to as the Board). The voting members of the Board shall consist of the elected officers of the Society, the At-Large Directors and the STA Section Editor of Anesthesia and Analgesia.

The immediate Past President is a non-voting member of the board. Other non-voting members of the Board include the Executive Director, all chairs of approved scientific meetings, the editor of Interface, and the chairs of the Committees on Education, Membership, Standards, Communications, and Research. Other committee chairs may also participate in deliberations at the Board meeting without vote.

The Board will meet twice a year for consideration of matters and policy. The Board may meet in the interim at the discretion of the President; such meetings may be conducted using any communication technology available.

A quorum of the Board shall consist of at least a 2/3 majority of its voting members (six total). The Board may take action without a meeting provided a electronic ballot is sent to all voting members. Approval of Board motions will require a 2/3 majority approval of Board members eligible to vote.

The Executive Committee shall consist of the President, President-elect, Secretary, Treasurer, at-Large Directors and A&A Section Editor. The Executive Committee may meet at the discretion of the President. All business brought before the Executive Committee shall be shared with the full Board at the next regularly scheduled Board meeting or through any communication technology available.

No compensation shall be paid to the Officers or Members of the Board (except the Executive Director) but same may be reimbursed for expenses if approved by the Board.

Section I - Vacancy.

In the event an elected member of the Board is unable to fulfill his/her obligations and resigns from the Board of Directors, the remaining elected members of the Board may appoint a member of the Society to fulfill the remaining term of office.

Section II - Additions to the Voting Board.

From time to time, the Board may elect to amend the Bylaws to increase the number of voting members of the Board to represent more fully the size and interests of the membership. This may be either a designated position or an elected position. An elected position will take office following the annual election of officers; a designated position will take office at the time of approval of the Board.

ARTICLE VI: DUTIES OF THE OFFICERS

Section I – President

The President is the chief elected officer of the Society and as such represents the membership. The President shall preside over the Executive Committee, Board and membership meetings of the Society and shall perform all duties and acts usually performed by an executive and presiding officer.

Section II – President-elect

In the absence or incapacity of the President, the President-elect shall preside over the Society. The President-elect shall automatically succeed as President of the Society in the year following his/her election to President-elect. The President-elect shall chair any committees as designated by the President, shall sit on the Nominating Committee, and provide oversight for all approved scientific meetings.

Section III – Secretary

It shall be the duty of the Secretary to keep an accurate record of the proceedings of all business meetings of the Society. The Secretary shall preserve the records of the Society and perform such other duties as may be prescribed.

Section IV – Treasurer

It shall be the duty of the Treasurer to be the custodian of all funds, securities and other properties of the Association. The treasurer shall collect or have cause to be collected and deposited all dues and other funds due the Society for activities and make or have cause to make disbursements for proper expenses. The Treasurer shall submit an annual report of the financial condition of the Society to the Board and the membership. There shall be an internal audit conducted by a small committee assigned by the Executive Committee upon change of the Treasurer. The Treasurer will have the accounts audited externally by a certified public accountant (CPA) at the request of the Board. The Treasurer is responsible for filing of all government tax reports and maintenance of its 501 (c) (3) status.

Section V – At-Large Members

It shall be the duty of the At-Large Board members to represent the membership in the Society and perform other such duties as prescribed. It is the intent of the Board to have at least one At-Large member represent industry.

Section VI – Past Presidents

The three most immediate past presidents shall have voice but no vote on the Board of Directors except in the case of a tie in which case there shall be one vote representing their collective voice. The immediate past president shall serve as chair of the Nominating Committee. If the immediate past president is unable to serve, the President should appoint another past president to serve as chair of the Nominating Committee.

Section VII – Executive Director

The Board may elect to contract for the services of an Executive Director or a management firm to provide staffing for the activities of the Society. The Executive Director's duties shall be determined by the Board, shall complement the duties of the President, Secretary and Treasurer and shall include but not be limited to:

1. Arranging for the Board meetings and conference calls;
2. Coordination of all correspondence and communications dealing with the affairs of the Society;
3. Distribution of dues notices;
4. Upkeep of membership roster;
5. Attending to the details regarding membership application;
6. Arrange for the publication and mailing of programs and newsletters;
7. Coordinate the Scientific Meetings and other activities as directed by the Board.

Section VIII: Section Editor of Anesthesia and Analgesia. The Board of Directors will nominate a member of the Society to serve as Section Editor to be approved by the Editor of Anesthesia and Analgesia. The Section Editor will represent STA in all issues regarding the Journal.

ARTICLE VII: STANDING COMMITTEES

Section 1 – Nominating Committee

The Nominating Committee shall present a slate of qualified candidates for election. A past president shall serve as chair; the President-elect shall serve on the committee with others as appointed by the President.

Section 2 – Membership

The Membership Committee shall make recommendations to the Board on benefits of membership, dues, promotion of the Society and membership services.

Section 3 – Education

The Education Committee shall be responsible for all continuing medical education programs and educational resources such as, but not limited to, the Annual Scientific Meeting, the STA panel at IARS, and the STA panel at ASA. The Committee shall have a set mission statement approved by the Board. The Committee may delegate responsibility for activities but shall remain responsible for their review and execution. The Education Committee is responsible for ensuring that any and all accreditations are maintained and may make recommendations to the Board for joint sponsorship of educational programs. The Committee will have a resident representative, selected by the Committee Chair.

Section 4 – Standards

The Standards Committee shall bring to the Board recommendations for promotion or acceptance of Standards in the field of technology in anesthesia.

Section 5 – Communications

The Communications Committee shall be responsible for membership publications such as the membership newsletter, the web site, and other formats of providing the membership and others with information about the Society and its activities.

Section 6 – Research

The Research Committee shall be responsible for making awards for research at the ASA and the Annual Scientific Meeting and other STA-sponsored meetings. The Committee will coordinate any research grant programs. The Committee shall recommend to the Board the value of any such awards or programs.

ARTICLE VIII: OTHER COMMITTEES

The President may appoint other Committees as are required to conduct and advance the business of the Society.

ARTICLE IX: SPECIAL INTEREST SECTIONS OR GROUPS

Where sufficient interest exists, the Society will support the formation of special interest sections or groups. Each special interest group or section must be self-supporting but may, from time to time, make requests for financial or administrative support from the Society. Special interest sections and groups shall make an annual report to the Board.

ARTICLE X: ANNUAL MEETING

The Annual Business Meeting shall be held at a time and place designated by the Board. Notice of the Annual Business Meeting shall be sent to all members not less than thirty days before the meeting and

shall include the time, place, general purpose and ballot of election of officers of the Society. The President shall preside at the meeting. A plurality of those voting will suffice to approve an action.

Action without a meeting may be taken by other means of balloting of all voting members and a plurality of those voting will suffice to approve an action.

ARTICLE XI: INDEMNIFICATION AND INSURANCE

To the fullest extent permitted by law, this Society shall indemnify its Directors, Officers, employees and other persons described in Section 5238(a) of the California Corporation Code including persons formerly occupying any such position, against all expenses, judgements, fines, settlements and other amounts actually and reasonably incurred by them in conjunction with any "proceeding," as that term is used in this Section and including an action by or in the right of the Society by reason of the fact that the person is or was a person described in that Section.

The Society shall have the right to purchase and maintain insurance to the fullest extent permitted by law on behalf of its officers, Directors, employees, and other agents, against any liability asserted against or incurred by same in such capacity or arising out of the Officer's, Director's, employee's or agent's status as such.

ARTICLE XII: AMENDMENTS

The Board of Directors may adopt, amend or repeal bylaws. Any change that would a) allow any Executive Committee member to hold office by designation or selection rather than by election, b) increase the quorum for members' meetings, or c) alter the number of authorized officers or otherwise adversely affect the members' rights as to voting, shall be approved by a two-thirds majority of the votes submitted. The proposal of such a change shall be sent to the full membership not less than 30 days prior to the Annual Business Meeting or called meeting at which time a two-thirds vote of the active members present is required for approval. Communications and voting may be done by any technology available.

ARTICLE XIII: STANDING RULES

The Board of Directors shall adopt Standing Rules to manage the daily and special affairs of the Society.

ARTICLE IX: DISSOLUTION

Upon the dissolution of the corporation, the Board shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization(s) organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section (501) (c) (3) of the Internal Revenue Code of 1954 as the Board shall determine.

STANDING RULES: Standing rules provide the structure of the day-to-day management of the affairs of the Society. The following standing rules are being developed: Finances; Contracts; Management Contract; Meeting Site Selection; Elections; CME; Meeting Policies; and Awards and Grants.