

**Bylaws of the
Society for Airway Management**

An Illinois Nonprofit Corporation; Incorporated 1995

Chapter I
NAME

Section 1.0

The name of this corporation shall be the Society for Airway Management (SAM), a Nonprofit Corporation incorporated under the laws of the State of Illinois.

Chapter II

PURPOSE OF THE SOCIETY

Section 2.0

SAM shall be organized and operated as a nonprofit corporation exclusively for scientific and educational purposes without pecuniary gain or profit to its members or to any private individual. The purposes of SAM shall be:

- A. To associate and affiliate into one organization, all physicians who are engaged in the practice of medicine dealing with airway management, and non-physicians who are involved in airway related patient care, research or airway related product development.
- B. To advance the study of airway management, to contribute to the advancement of new airway management techniques, encouraging research, education, teaching and scientific advancement of airway management.
- C. To disseminate to the members and to the public, information concerning the importance of airway management, to sponsor professional meetings or conferences, and to publish scientific and cultural interest papers.

Chapter III

MEMBERSHIP

Section 3.1 MEMBERSHIP

Membership in SAM is a privilege and not a right, and is contingent upon compliance with the requirements specified in these Bylaws. No person shall be accepted or continued as a member unless the person is of good character and adheres to the ethical standards of his/her profession, and is practicing in accordance with the principles of SAM as set forth in these Bylaws.

Section 3.2 CATEGORIES OF MEMBERSHIP

There shall be (9) categories of membership as follows:

A. Active: A licensed physician who has completed an approved medical school degree program accredited by the American Council for Graduate Medical Education or the American Osteopathic or the foreign equivalent. Active members of the Society shall be permitted to vote, hold office and serve on the Board of Directors. Unless otherwise defined or qualified, the terms “member” or “membership” as used in these Bylaws shall refer to active members.

B. Trainee: A physician in an approved residency or training program accredited by the Accreditation Council for Graduate Medical Education or the American Osteopathic Association or the professional equivalent, or affiliated health care provider-trainee (including Certified Registered Nurse Anesthetist, Registered Nurse, Emergency Medical Technician, Respiratory Therapist or their equivalents) in full-time training. shall qualify for trainee membership.

C. Affiliate: All fully certified health care providers who are involved in resuscitation and airway management or a scientist who maintains an interest in fields related to airway management.

D. Honorary: A physician or other scientist who has attained exceptional eminence in basic or clinical sciences related to airway management, or who has made a significant contribution to SAM and whom the Society desires to honor, shall qualify for honorary membership. Honorary members shall be proposed by the SAM Membership Committee and shall be conferred by a three-fourths (3/4) vote of the Board of Directors. At no time shall the number of living honorary members exceed twenty (20). Honorary members shall not be assessed membership dues.

E. Emeritus: Any member who has remained in good standing for ten (10) consecutive years and has retired from professional practice may be nominated for Emeritus membership. Emeritus membership is an honor reserved for those SAM members who have made substantial contributions to the field of airway management, SAM or both. Nominations for Emeritus status shall be submitted by the Membership Committee, and Emeritus membership shall be conferred by a majority vote of the Board of Directors. Emeritus members shall not be assessed membership dues.

F. Retired: Any member who has been a continuous active member of SAM for ten (10) or more years and who has completely retired from professional practice shall qualify for retired membership. Retired members shall have all the privileges of active membership but may not hold elected office. Retired members shall not be assessed membership dues.

G. Benefactor: The Board of Directors may invite any individual, Company or Corporation engaged in the development or promotion of airway related devices and techniques or those that rendering valuable service to SAM to be a Benefactor. Benefactors are encouraged to voluntarily pay membership dues.

H. Life: The Life membership shall be conferred upon each past-president of SAM at the completion of the term of presidency. A Life member may continue in another category of membership in SAM and shall have the privileges of that category of membership. A Life member of SAM shall not be assessed membership dues.

I. Inactive: Any active member of SAM unable to continue in practice because of ill health or special circumstance, may submit written request for inactive status. The Board of Directors may grant this request. Inactive status is temporary, shall be subject to annual review and shall not be assessed membership dues. The privileges of membership voting, eligibility to hold office and other membership benefits are temporarily suspended during the period of member inactivity.

Section 3.2a PRIVILEGES OF MEMBERSHIP

Active and Honorary members shall be entitled to all rights and privileges of this Society.

Trainee members, Retired members, Benefactor members, Emeritus members, and Affiliate members are also entitled to participate in the scientific and social functions and activities of SAM. They shall be eligible to vote but not to hold office or serve as a member of the Board of Directors.

Section 3.3 RESIGNATION

Any member may resign from SAM by submitting a written communication addressed to the Secretary of SAM or the Secretary's designee. Such resignation shall be formalized by the Board of Directors at the next regular meeting.

Section 3.4 APPLICATION FOR MEMBERSHIP

- A. All applications for membership shall be submitted on a form furnished by SAM.
- B. Application for trainee membership shall be endorsed by the Director of the residency or training program or in the case of a fellow, his/her Fellowship Director or Supervisor.
- C. Application for Emeritus membership does not require announcement for review.
- D. All applications shall be forwarded by the Chair of the Membership Committee (or his/her designate) to the Secretary of SAM or the Administrative Director.

- E. The names of new members shall be published in the SAM newsletter.

Section 3.5 APPROVAL FOR MEMBERSHIP

- A. The Committee on Membership shall review all applicants for membership. The Committee shall forward the name and membership classification of qualified candidates to the Board of Directors on a quarterly basis. Applicants will have a provisional membership status until approved by the Board of Directors by a simple majority. Provisional approval includes all the Privileges of Membership (3.2a).
- B. Any active member of SAM may object to the approval of an applicant for membership by written notification to the Secretary of SAM or a designee within thirty (30) days after the publication of the applicant's name. Notice of objection must be forwarded to the Chair of the Membership Committee or Administrative Director. The Chair of the Membership Committee will exercise discretion regarding a requirement for written or verbal justification for the objection to membership to the Board of Directors. A decision will rest on a simple majority vote at the next meeting of the Board of Directors. The presiding officer may exercise discretion of registering the votes or declaring the decision by acclamation.
- C. When an applicant has been approved for membership, the applicant's name shall be enrolled on the official roster of this Society in the appropriate category of membership and a certificate of membership forwarded upon receipt of the appropriate annual dues assessment.
- D. The official membership roster shall be published and distributed annually.

Section 3.6 DURATION OF MEMBERSHIP

All categories of membership shall endure for life provided dues are paid annually except as otherwise provided in these Bylaws.

Chapter IV

ASSESSMENTS

Section 4.1 ANNUAL ASSESSMENT (DUES)

- A. The membership assessment will be reviewed annually by the Board of Directors, generally prior to the Annual General Membership meeting. They will recommend fees for all membership categories. These will be presented to the general membership for approval following a presentation by the Treasurer.

- B. The Notice of Assessment will be issued following the AGM meeting.
- C. Annual dues shall not be levied if a member in good standing:
 - 1. is serving in the Armed Forces of their country in times of military conflict.
 - 2. is in the Emeritus, Retired, Honorary, Life or Inactive membership category.
 - 3. has a financial hardship by reason of physical disability or illness, as determined by the Board of Directors.
- D. Annual Dues shall be prorated to 50% for countries in continents of Asia, African and South America.

Section 4.2 DELINQUENCY IN PAYMENT OF ANNUAL DUES

A. Any member whose dues have not been paid within 60 days of the notice of assessment shall be considered delinquent. A second notice of assessment will be sent by The Administrative Director. The Chair of the Membership Committee will be so-notified.

B. If dues are not received with 60 days of the second notice of assessment, the membership privileges will be suspended and the Chair of the Membership Committee and Secretary will be so informed. An application for reinstatement will be entertained if payment is received within 15 days (135 days after the first notice of assessment).

C. Any member whose dues have not been paid for more than 135 days shall be dropped from the rolls in SAM, and shall be so notified in writing by the Secretary. A new membership application must be filed for reinstatement.

Section 4.3 SPECIAL ASSESSMENTS

Special assessments may be adopted by the Board of Directors by majority vote and, once adopted, shall become the obligation of all due-paying members in such forms and amounts, as the Board of Directors shall declare. Unless otherwise stipulated by the Board of Directors, delinquency in regard to payment of a special assessment shall be treated in the same fashion as delinquency in the payment of annual assessments. Any special assessment adopted by the Board of Directors may be vetoed by a vote of three-fourths (3/4) of the membership present at the next Annual General Membership (AGM) Meeting.

Chapter V

OFFICERS

Section 5.1 OFFICERS

The officers of SAM shall be President, President-Elect, Vice-President, Secretary, and Treasurer.

Section 5.2 TERMS OF OFFICE

- A. The President shall generally serve for a two (2) year term, starting at the time of the AGM Meeting.
- B. The President-Elect shall be elected for a term of two (2) years prior to assuming the Presidency at the AGM Meeting.
- C. The Vice-President shall be elected for a term of two (2) years.
- D. The Secretary shall be elected for a term of two (2) years and may be re-elected for one (1) additional two (2)- year term.
- E. The Treasurer shall be elected for a term of two (2) years and may be re-elected for one (1) additional two (2)-year term.
- F. The Immediate Past-President shall serve for a two (2) year term.

The terms of all officers shall begin and end at the AGM Meeting, or when their successors are elected. If an office is vacated prior to the end of the term, the office will be filled as described in Section 5.11 Vacancies.

Section 5.3 DUTIES OF OFFICERS

The officers of SAM shall have the rights, duties and prerogatives customarily attached to their responsibilities set forth in these Bylaws.

Section 5.4 PRESIDENT

The President shall preside over all meetings of the Board of Directors, the Executive Committee, and AGM Meeting.

The President may delegate to other officers the responsibility of representing the President and SAM at meetings of other medical organizations, specialty societies, as well as allied health organizations and societies.

The President also may delegate qualified individuals to speak on his/her behalf before various governmental bodies, agencies, and any other group.

The President shall be the official spokesperson of SAM on all matters of general policy as decided by the Board of Directors and subject to approval by voting members at the AGM Meeting.

Except as otherwise provided in these Bylaws, the President shall appoint the chair and the members of each standing committee and subcommittee. The President also may appoint ad hoc committees in accordance with these Bylaws.

The President shall preside as chair of the Board of Directors and of the Executive Committee, and shall be an ex-officio member of all committees except the Nominating Committee.

The President shall prepare a report concerning SAM's activities during the term of office and shall present the report at the AGM Meeting.

The President shall prepare a President's Message for publication in the Airway Gazette and posting on the SAM website annually.

Section 5.5 PRESIDENT-ELECT

The President-Elect shall perform the duties of the President during his/her absence or disability and shall be an ex-officio member of all committees. The President-Elect shall serve on the Nominating Committee as a consultant member. The President-Elect will ordinarily advance to the Office of President.

Such advancement must be approved by a simple majority of the general membership present at the AGM Meeting. The vote will be taken by acclamation and judged by the presiding officer. If requested, a vote count may be demanded by any member. If not approved, the general membership may nominate an alternate candidate. A candidate nominated at the AGM meeting must have the support of at least ten (10) members present or represented by written proxy. The successful candidate will be selected by a simple majority of eligible votes.

Section 5.6 VICE-PRESIDENT

The Vice-President shall assist the President and President-Elect in the discharge of all duties and functions. Except as otherwise provided in these Bylaws, the Vice-President shall perform the duties of the President during the absence or disability of both the President and President-Elect and shall perform all the duties specifically required in these Bylaws.

The Vice-President shall serve as a consultant member to the Membership Committee, Media Committee and Special Projects committee. The Vice-President shall serve as a consultant member to any ad hoc committee at the discretion of the President. The Vice-President will be an ex-officio member of the Committee for the Annual Scientific Meeting.

The Vice-President will ordinarily advance to the Office of President-Elect. Such advancement must be approved by a simple majority vote of the general membership present, as determined by the presiding officer. The vote will be taken by acclamation and judged by the presiding officer. If requested, a vote count may be demanded by any member. If not approved, the general membership may nominate an alternate candidate. A candidate nominated at the AGM meeting must have the support of at least ten (10) members, present or represented by written proxy. The successful candidate will be selected by a simple majority of eligible votes at the AGM Meeting. If not approved, the general membership may nominate an alternate candidate. A candidate nominated at the AGM Meeting must have the support of at least ten (10) members. The successful candidate will be selected by a simple majority of eligible votes.

Prior to an election vote, all candidates for the office of Vice-President candidates shall make a presentation at the AGM Meeting as to why he/she would like to serve as Vice-President.

Section 5.7 SECRETARY

The Secretary shall be the official custodian of the Bylaws and of all records of SAM. The duties of the Secretary include the following:

- A. Serve as Secretary of the Board of Directors and as Chair of the Committee on Membership.
- B. Conduct such formal official correspondence in the corporate name of SAM as the Board of Directors or the President may direct.
- C. Be the custodian of the Seal of the SAM organization and affix the Seal and sign all official documents as the Bylaws may require, or the Board of Directors or the President may direct.
- D. Submit to the membership at the AGM Meeting a report of the transactions of the Board of Directors during the preceding year and a report on the status of membership in SAM.
- E. Issue official notice of all annual or special meetings of the Board of Directors and of SAM.
- F. Attend all annual or special meetings of SAM, transcribe and keep the minutes of the proceedings of all the meeting of SAM, the Board of Directors and the Executive Committee, in order to keep proper records thereof. Minutes of these bodies will be distributed as "draft minutes" for review and approval at the next

meeting of the respective body. The approved minutes will be forwarded to the SAM webmaster for posting and Executive Director.

- G. The Secretary shall receive a report from the Chair of the Membership Committee (or Administrative Director) and shall report to the Board of Directors at regular BOD meetings and at such times as the Board of Directors may direct on the status of membership of SAM. This report shall reflect the number and identity of (1) new members (2) members whose accounts are delinquent, (3) members who have resigned and (4) members who are deceased.
- H. Tabulate and announce the official results of all balloting.
- I. Perform such other functions as are specified in these Bylaws or as the President or Board of Directors may direct.

The Secretary shall be entitled to reimbursement for expenses incurred in the fulfillment of the official duties imposed by the Bylaws, or authorized by the President or Board of Directors.

Section 5.8 TREASURER

The Treasurer shall have general supervision of the financial affairs of SAM subject to the discretion of the Board of Directors and shall:

- A. Advise the Board of Directors on the status of SAM funds and on the preparation of the annual budget with a detailed account of all receipts and disbursements.
- B. Be responsible for collecting all dues and assessments and supervising established accounting and investment procedures for the handling of SAM's funds.
- C. Report on the financial condition of SAM to the membership at the AGM meeting.
- D. Be involved with or aware of all expenses (greater than \$500) and all potential or actual sources of SAM revenue such as corporate support and other donations.
- E. Have discretionary signing authority for up to \$2500.
- F. Be able to delegate signing authority to another individual in proximity to the Principal office of SAM.

Section 5.9 IMMEDIATE PAST-PRESIDENT

The Immediate Past-President shall serve as a resource for the President and shall be under the direction and supervision of the President, subject to the control of the Board of Directors.

The duration of office is two (2) years.

The Immediate-Past President shall be a non-voting member of the Board of Directors and Executive Committee and is welcome to participate in all meetings of the Board of Directors, Executive Committee, and AGM meeting.

The Immediate-Past President shall Chair both the Legacy Committee and Advisory Board.

Section 5.10 RESIGNATION

Any officer, committee member or office holder, elected or appointed, within SAM may resign by informing the Secretary in writing.

Section 5.11 VACANCIES

- A. If the President is temporarily unable to fulfill the responsibilities of the office for any reason, the President-Elect shall assume the office of President until the President is able to fulfill the duties of the office.
- B. If the President is temporarily unable to complete the elected term of office for any reason, the President-Elect shall assume the office of President for the remainder of the term and will retain the office of President for the next full term, as set forth above.
- C. Should an office other than the office of President become vacant for any reason, the President and other officers, in consultation with the Executive Director and Board of Directors, shall select a replacement to serve out the term of the original officer.

Section 5.11 REMOVAL

An officer shall be removed from office for cause upon a recorded vote by a two-thirds majority of those eligible to vote. for removal by the Board of Directors which is thereafter confirmed by a vote of the general membership entitled to vote on selection of officers, in favor of such removal. Removal does not take effect until the vote of the general membership. A majority of the general membership members voting will confirm the vote of the Board of Directors. Cause for removal shall include, but is not limited to, inability or unwillingness to perform the duties and responsibilities of the office, including an inability to perform because of mental or physical impairment; failure to perform the duties of the office held, as

described in these Bylaws; failure to otherwise adhere to the requirements of these Bylaws or conduct regarded as unbecoming an officer of SAM.

Chapter VI

BOARD OF DIRECTORS

Section 6.1 COMPOSITION

The Board of Directors shall be composed of the elected officers; the Immediate Past President; Executive Director; Chair of the Media Committee, Chair of the Annual Meeting Subcommittee, Chair of International Liaison Committee, and six (6) at-large members elected by the membership. Only active members of SAM shall be eligible to sit on the Board of Directors. Whenever possible, the Administrative Director for SAM will attend meetings of the Board of Directors.

Section 6.2 POWERS AND DUTIES

The Board of Directors shall exercise the powers of SAM, control its property, conduct and manage its affairs and have authority to act between annual meetings. The Board of Directors shall have the power to adopt such rules, as it deems necessary or desirable for carrying out the activities of SAM. In addition to these powers and duties, the Board of Directors shall perform the following functions:

- A. Determine and approve all salaries, membership fees and special assessments, except as otherwise provided in these Bylaws.
- B. Review and vote upon all recommendations for expenditures in excess of budgetary appropriations.
- C. Bond the Treasurer, President, Secretary and Executive Director who are empowered to sign or countersign the checks in accordance with these Bylaws and as may be appropriate or desirable.
- D. Receive all nominations, reports, recommendations, and complaints as provided for in these Bylaws and take appropriate action.
- E. Have the power to fill vacancies in all elective offices, with the exception of President and President-Elect, for the remainder of the term, at a regular or special meeting, unless otherwise provided in these Bylaws.
- F. Have complete authority over all finances, vested funds and real or other property belongings of SAM, including the unrestricted right to buy or sell such property.

- G. Engage counsel and financial auditors as necessary and negotiate fees for services to be rendered.
- H. Make suitable provision for the efficient conduct of SAM business.
- I. Make recommendations to the membership.
- J. Render annually to the membership a summary of its activities.

Section 6.3 ANNUAL BUDGET

Based upon the recommendations of the Treasurer, the Board of Directors shall adopt an annual operating budget for the next fiscal year. The Board of Directors shall have the power to authorize the expenditure of funds in excess of intra-budgetary appropriations, so long as budgetary expenditures do not exceed the total adopted budget. The Society should establish an appropriate reserve fund. During the formative years of SAM, the income should be at least 10 percent or more above predicted costs, to build up reserve funds.

Section 6.4 RESOLUTIONS

A proposed resolution may be submitted in writing to the Secretary or the Administrative Director by any committee and shall be read at any regular meeting of the Board of Directors. The decision of the General membership and Board of Directors to approve or disapprove the resolution shall be final and two-thirds (2/3) vote of the directors present and voting shall be required for approval.

Section 6.5 TERM

Except as hereinafter provided, at-large members shall hold office until their successors are elected. Elected at-large members shall serve for a term of three (3) years, with two (2) retiring and two (2) being elected annually. Elected at-large members shall be eligible for reelection to one additional three (3)-year term.

Section 6.6 TERMINATION OF DIRECTORS AND VACANCIES

Any member of the Board of Director's, term shall automatically expire upon death or upon the filing of a written resignation with the Secretary. Any BOD member who is absent from three (3) consecutive meetings of the Board of Directors without adequate explanation shall immediately cease to be a member of the BOD and shall be so notified, provided that at least thirty (30) days notice of this provision of the Bylaws shall be sent to any such BOD member after the second absence. Any BOD member may be removed for office at any time by a two-thirds (2/3) vote of the remaining members of the Board of Directors if such director is unable or unwilling to perform the functions of director, violates the Bylaws of

SAM, or upon judgment of the Board of Directors is guilty of unethical behavior or behavior injurious to SAM.

No such action shall be taken against any member of the Board of Directors until the individual has been given notice that such action has been proposed and has had an opportunity to be heard at a meeting of the Board of Directors. A director may choose to not contest the proposal. Such a declaration must be received by the Secretary or President in writing. A director who is removed from office pursuant to this section for unethical behavior as opposed to non-attendance shall be ineligible to serve as a director of SAM at any future time. A vacancy created for any reason shall be filled at the earliest possible opportunity by the action of the Board of Directors for the unexpired term.

Chapter VII

OFFICES

Section 7.1 PRINCIPAL OFFICE

The Principal office of the Society in the State of Illinois shall be located in the metropolitan Chicago area. The Society may have such other offices as the Board of Directors may determine.

Section 7.2 ADMINISTRATIVE OFFICE

SAM shall maintain an administrative office for the administration of its affairs. Administrative personnel and consultants may be employed or retained as directed by the Board of Directors.

Section 7.3 EXECUTIVE DIRECTOR

The Board of Directors will appoint an active member of SAM with extensive background and experience relating to the Society, as Executive Director. The Executive Director will assist the President, other officers and Board members in execution of their duties, and the Committee on the Annual Scientific Meeting with the planning and organization of the annual scientific meeting, as well as any other conferences involving SAM. The term of the Executive Director shall be a minimum of five (5) years and shall be eligible for reappointment for one additional five (5)-year term. The Executive Director is an ex-officio member of the Board of Directors but has no vote.

Section 7.4 ADMINISTRATIVE DIRECTOR

The Board of Directors may employ or retain an Administrative Director upon recommendation of the President. The Administrative Director shall be the general administrative officer and business manager of SAM. While undertaking

responsibilities, the Administrative Director shall adhere strictly to the general policy of SAM.

The duties of the Administrative Director include:

- A. To serve as the principle executive manager of SAM.
- B. To supervise all administrative personnel and consultants to coordinate all the functions of SAM.
- C. To assist the President, other officers and committees with reports and recommendations and such other requested matter.
- D. To act in place of the Secretary during absence or disability of that officer as otherwise appropriate.
- E. To respond to member inquiries.
- F. To compile a comprehensive review of the activities of SAM and the Executive Director during the year to be submitted to the Board of Directors at the AGM meeting.
- G. To tabulate the income and expenses of SAM, carry out the payment of expenses upon appropriate direction of the Executive Director, President or a designee as well as preparation of a provisional budget.
- H. To carry out such other responsibilities as the Board of Directors or President may direct.

The Executive Director and administrative staff shall be under the direction and supervision of the President, subject to the control of the Board of Directors. Unless otherwise provided for by contract, the Executive Director shall serve at the will of the Board of Directors. Whenever a vacancy occurs in the position of Executive Director, the President shall appoint a committee to investigate the qualifications of applicants.

The Board of Directors shall determine the salary of the Administrative Director and such other administrative personnel and consultants as shall be employed or retained. The Executive Director is an ex-officio member of the Board of Directors but has no vote.

Chapter VIII

ADVISORY BOARD

Section 8.1 COMPOSITION

The Advisory Board shall be appointed by the President and will be chaired by the Immediate Past-President. All members of the Advisory Board shall be voting members of SAM, in good standing. The President-Elect will be a member.

Section 8.2 FUNCTIONS

The Advisory Board shall serve in an advisory capacity to the President and the Board of Directors.

The Advisory Board shall make recommendations concerning the long- range objectives of SAM and the resources, programs and organizational structure by which SAM attempts to reach them.

Chapter IX MEETINGS

Section 9.1 REGULAR MEETINGS

The Board of Directors shall meet at least once during the Spring and once during the Fall to transact the executive business of SAM, at such time and place as the Board of Directors shall by resolution determine. These meetings may be conducted by teleconference or e-mail. Notwithstanding this section, the Board of Directors may provide, by resolution, additional regular meetings as seen fit.

Section 9.2 SPECIAL MEETINGS

Special meetings of the Board of Directors for any purpose(s) may be called at any time by the President or by any four (4) members of the Board of directors. Notice of a special meeting shall state the date and nature of the meeting and the purpose(s) for which the meeting is called and shall be mailed, emailed or sent via facsimile to all directors prior to the proposed meeting.

Section 9.3 QUORUM AND VOTING

Fifty percent plus one of the members of the Board of Directors in good standing and eligible to vote shall be considered a quorum for the transaction of business at both the regular and special meetings of the Board of Directors. Except as otherwise provided in these Bylaws, the vote of a majority of directors at a meeting, whether regular or special, at which a quorum is present shall be necessary for action by the Board of Directors.

Section 9.4 PROCEDURE

The order of business at a meeting of the Board of Directors shall be as follows:

- A. Call to order and determining quorum
- B. Review of agenda

- C. Approval of minutes of previous meeting
- D. Introduction of guests
- E. Report of the Executive Committee
- F. Report of standing committees
- G. Report of other committees and subcommittees
- H. Unfinished business
- I. New business
- J. Special announcements
- K. Adjournment

The Board of Directors shall have discretion to alter or modify the order of business.

The President shall serve as presiding officer of the meetings of the Board of Directors.

The President-Elect shall preside in the absence of the President. If both the President and the President-Elect are absent, the Vice-President will be the presiding officer.

Section 9.5 ACTION WITH PERSONAL ATTENDANCE AT MEETING

A. Written Consent: Any action required or permitted to be taken by the Board of Directors under any provision of law, the Certificate of Incorporation, or these Bylaws may be taken without a meeting if all directors shall individually or collectively consent in writing to such action. Such written consent(s) shall be filed with the minutes of the proceedings of the Board of Directors. Such action by written consent shall have the same force and effect as a vote of the directors. Any certificate or other document filed on behalf of this corporation relating to an action taken by the Board of Directors without a meeting shall state that the action was taken by a written consent of the Board of Directors without a meeting and that the Bylaws of the corporation authorize its directors so to act.

B. Conference Telephone: Members of the Board of Directors may participate in a meeting by means of conference telephone or similar means of communication, provided that all directors participating in such a meeting can hear each other. Participation in a meeting pursuant to this paragraph shall constitute presence in person at such meeting.

Section 9.6 MEETINGS

A. Annual Membership Meetings

1. SAM shall convene annually during its AGM meeting at a time and place to be determined by the Board of Directors, or at such other time and place as the

Board of Directors may determine, for the purpose of conducting necessary and appropriate educational, scientific, fiscal and professional activities.

2. The order of business at the AGM meeting shall be as follows:

- A. Annual Report of the President
- B. Secretary's Report
- C. Treasurer's Report
- D. Committee Reports
- E. Old Business
- F. New Business
- G. Election officers for the coming year
- H. New President assumes office
- I. Adjournment

The Board of Directors or the President shall have discretion to alter or modify the order of business as warranted.

3. The report of the Nominating Committee, the submission of nominations, and the election of officers and at-large members shall be conducted at the AGM meeting, when appropriate. Nominations for all offices shall be made by the Nominating Committee and may also be made from the floor with the approval of ten (10) or more members, present or submitted by proxy. Non-contested elections may be determined by voice vote. All contested elections shall be by closed ballot whereof a majority of the votes cast shall be necessary to elect. No member shall be eligible for more than one seat on the Board of Directors.

The above description of the election of officers is not intended to preclude the possibility of some other form of election taking place. This should be conducted within two (2) weeks of the AGM meeting, ensuring that all eligible members are able to vote in a secure accountable manner.

If there are more than two candidates for an office and no one candidate receives a majority on the first two ballots, a third balloting shall then be held between the two candidates receiving the highest number of votes on the second ballot, with all other candidates being eliminated.

B. Annual Scientific Meeting – SAM shall conduct an educational and scientific meeting at a time and place to be determined by the Board of Directors. The Annual Scientific Meeting shall be planned and executed by the Committee on the Annual Scientific Meeting, which also shall cooperate in coordinating and integrating the activities of the other committees of SAM that wish to participate in the Annual Scientific Meeting.

Chapter X

COMMITTEES

Section 10.1 COMMITTEES

A. **Purpose.** To accomplish the objectives of SAM, certain activities may be effected more expeditiously by delegating such activity to a committee consisting of members of SAM, except as otherwise provided in these Bylaws. As used in this section 10.1, the term “committee” shall include a subcommittee.

B. **Appointment of Committee Members.** Prior to the AGM meeting, the President-Elect shall solicit nominees for appointments as committee members and chairpersons for the coming year. Except as otherwise provided in these Bylaws, at the first meeting of the Board of Directors immediately following each AGM meeting of SAM, the incoming President shall appoint the chairs and the membership of all committees to the Board of Directors. Unless otherwise specified in these Bylaws, the President shall appoint members of committees to fill unexpected vacancies as they occur. If necessary or desirable, the President may appoint additional committee members to all committees except the Executive Committee to assist in carrying out the functions of that committee.

In addition to regular committee members, the President may appoint adjunct and consultant members to a committee for one-year terms. An adjunct member of a committee shall be a member of SAM in good standing and may vote on committee decisions at the committee level. A consultant member of a committee may be a non-member of SAM and shall not vote on committee decisions.

Ex-officio members of committees shall not vote on committee decisions.

C. **Records.** Each committee shall keep complete records of all deliberations, recommendations and actions to be submitted to the Board of Directors at the next regular meeting. Submission of committee reports is the responsibility of the chair of each committee. Committee reports are due on a bi-annual basis as directed by the President and/or Executive Director. Such committee reports should be available to the SAM members for review.

Section 10.2 STANDING COMMITTEES AND SUBCOMMITTEES

A. **Purpose.** Each standing committee and subcommittee shall contribute to the orderly continuity of SAM activities through regular meetings held at least once a year, and by submitting periodic reports, recommendations, and annual reports to the Board of Directors. Each standing committee and subcommittee shall perform the functions and duties set forth in these Bylaws. In addition, each such committee and subcommittee shall carry out such other duties as the Board of Directors or President may from time to time direct.

B. **Number.** Each standing committee and subcommittee shall consist of at least four (4) active members and a chair in good standing, unless otherwise specified in these Bylaws. Ex-officio membership shall not be counted toward satisfying the minimal membership requirement.

C. **Term.** Appointment to membership on a standing committee or subcommittee shall be for two (2) years. All members shall be eligible for re-appointment for two additional two-year terms. The committee or subcommittee chair shall serve for one (1) year, but may be eligible for re-appointment. Adjunct and consultant members who serve one (1) year terms shall be eligible for re-appointment for two additional one-year terms.

Staggered terms shall be created in the initial appointment of new committees by dividing the initial appointments as nearly as the number of members permit among two (2) and one (1) year terms. Members whose initial appointments were for terms of one (1) year shall remain eligible for appointment of two (2) complete successive terms.

Committee appointments shall be limited to two (2) complete successive two (2) year terms, unless otherwise specified in these Bylaws. After a lapse of one (1) or more years in membership on a committee, a member again is eligible for appointment to that committee irrespective of the number of years or previous committee membership.

D. **Annual Reports.** Annual reports required by these Bylaws shall be deposited with the Secretary or the **Administrative Director** at such time as the Board of Directors may direct, but no less than thirty (30) days prior to the AGM meeting. Such reports shall be submitted to the Board of Directors for approval. The Annual Report of the President shall be presented at the Annual Membership Meeting and published in the Airway Gazette Newsletter and on the SAM website.

Section 10.3 STANDING COMMITTEES

SAM shall have the following standing committees and subcommittees:

- A. Executive Committee
- B. Nominating Committee
- C. Committee on Membership
- D. Committee on Research
- E. Committee on the Annual Scientific Meeting
- F. Committee on Media
- G. International Liaison Committee
- H. Special Projects Committee
- I. Committee on Trainees

- J. Legacy Committee (including Awards)
- K. Ad Hoc Committee (s)

The President may appointment ad hoc committees for specific functions or purposes. Such committees shall be limited in duration to the duration of the specific function or purpose for which they were intended.

An annual report by all SAM standing committees will also be posted on the SAM website.

Section 10.4 EXECUTIVE COMMITTEE

- A. The Executive Committee shall be comprised of the President, Vice-President, President-Elect, Immediate Past President, Secretary, Treasurer, and Executive Director. This Committee shall meet at the call of the President, and shall have the authority to act in the interim between Board of Directors Meetings, and may exercise those powers of the Board of Directors that do not require a two-thirds (2/3) vote of the Board of Directors.
- B. **Functions:** The Executive Committee shall serve to keep the membership informed of developments concerned with airway management. It shall educate the general public through the use of the media and other means about the importance of airway management and its role in administration of safe anesthesia and management of critically ill and trauma patients. The committee shall be responsible for maintaining close collaboration between SAM and such other related organizations as may be of mutual interest.
- C. **Functions:** The Committee shall study and recommend means of strengthening the financial status of SAM, make recommendations concerning the investment of SAM funds and assist the Board of Directors at the Fall meeting of the Board of Directors prior to the beginning of each fiscal year, or at such other time as the Board of Directors may direct.

Section 10.5 OVERSIGHT OF THE COMMITTEES

The President-Elect shall oversee the operations of the following administrative committees and subcommittees:

- A. Nominating Committee
- B. Special Projects Committee
- C. Committee on the Annual Scientific Meeting

The Vice-President shall oversee the operations of the following committees:

- A. Committee on Membership
- B. Committee on Media
- C. Committee on Trainees

Section 10.6 NOMINATING COMMITTEE

- A. The Nominating Committee shall consist of four (4) active members in good standing, of whom at least two shall be members of the Board of Directors. The President-Elect shall be a consultant member. The Immediate Past-President shall serve as chair unless unable or unwilling to serve, in which event the President shall appoint a chair. The Committee shall elect one (1) of its own members to serve as Committee Secretary, who shall provide the list of accredited members of the Committee as certified by the Secretary of SAM.
- B. The Nominating Committee shall submit nominees according to the following timetable:
 - a. President – every two (2) years; succeeded by President-Elect unless contested by the general membership;
 - b. President-Elect, Vice-President, Treasurer and Secretary – every two (2) years;
 - c. At-large members of the Board of Directors - two (2) annually for three (3) year terms. Other members may be elected for shorter terms to allow for six (6) at-large members at all times with two (2) members' terms expiring each year.
 - d. Executive Director- every five (5) years

In the event of a vacancy in any elective office, the Nominating Committee shall recommend candidates to the Board of Directors to fill the vacant office.

- C. **Procedure.** The Secretary of SAM shall furnish to the Nominating Committee such information as is necessary for the proper conduct of its business, including without limitation, a list of all offices to be filled. The Nominating Committee meeting shall be conducted in accordance with Sturgis' *The Standard Code of Parliamentary Procedure*. A majority vote of the members of the Nominating Committee shall be necessary in order to nominate a candidate.
- D. **Timetable.** The Nominating Committee shall begin deliberations on the choice or selection of members to be nominated for elective office at least two months before the AGM meeting. The chair of the Nominating Committee or the designee shall mail the list of nominees to the Board of Directors one month before the AGM Meeting. Selected names will be presented for vote at the AGM Meeting. These timetables may be altered for good cause.

- E. **Nomination Criteria.** In selecting nominees for membership on the Board of Directors, every attempt shall be made, when possible, to ensure adequate geographical and professional representation of the Board of Directors. The Nominating Committee shall not be bound to recommend individuals because of any fixed or automatic progression in office, but shall select all nominees on the basis of their proven and potential usefulness to SAM.
- F. **Nomination by Petition.** Nominations for all offices will normally be made by the Nominating Committee. Nominations may also be made from the floor with the approval of ten (10) or more members in good standing.

Section 10.7

COMMITTEE ON MEDIA

- A. **Composition:** The Committee on Media shall consist of a chair and five other members in good standing. The Committee shall include the Editor-in-Chief of The Airway Gazette and the webmaster of the SAM website.
- B. **Functions:** The Committee shall serve to keep the membership informed of developments concerned with airway management. It shall educate the general public, through the use of the media and other means, about the importance of airway management and its role in administration of safe anesthesia and management of critically ill and trauma patients. The committee shall be responsible for maintaining close collaboration between SAM and such other related organizations as may be of mutual interest.

Section 10.8

COMMITTEE ON THE ANNUAL SCIENTIFIC MEETING

- A. **Composition:** The Committee for the Annual Scientific Meeting shall consist of a Chair, Vice-Chair, and three (3) additional members to serve a one (1) year term. The two immediate past chairs of the committee shall serve as advisors. The Vice-President shall serve as an ex-officio member. Adjunct members from all memberships such as Honorary, Emeritus, Affiliate and Residents could be represented in the committee and on subcommittees.

Subcommittees may consist of:

1. The Subcommittee for the Airway Workshop
2. The Subcommittee on Technical Exhibits and Corporate Support
3. The Subcommittee on Local Arrangements
4. The Subcommittee for Abstracts and Posters
5. The Subcommittee for Marketing/Advertising

B. Functions: The primary responsibility of the Committee shall be to direct the programs of SAM as a center for continuing education. The Committee shall have complete responsibility for planning all lectures, symposia and educational meetings sponsored by SAM, shall advise the President and receive written approval from the President for the programs proposed.

The purpose of the Committee shall be to prepare an Annual Scientific Meeting, which shall be a meeting for the education (lectures, workshops, etc.) of members. The time, place and structure of the meeting shall be determined by the Board of Directors.

Duties of the Committee shall include, but will not be limited to coordinating all technical aspects of the Annual Scientific Meeting (i.e., preparation of a program and faculty selection, maintaining liaison with the professional conference organizers, timely preparation and distribution of brochures and other promotions, site visit(s), recruiting corporate support for the annual meeting, preparing an anticipated budget, coordination of facilities and transportation related to the meeting, providing appropriate CME credits to the members in attendance, etc.).

Section 10.9 COMMITTEE ON MEMBERSHIP

A. Composition: The Committee on Membership shall consist of four (4) members in good standing, two (2) trainee members and the Secretary of SAM, who shall serve as chair of the Committee. All members shall have been voting members of SAM in good standing, and each member will be appointed for a two (2) year term.

B. Functions: The Committee on Membership shall make investigations and recommendations concerning applicants for categories of membership and shall submit its findings and recommendations to the Board of Director for consideration in accordance with Section 3.4 of these Bylaws. The Committee also shall review and make recommendations concerning applications for change in membership status. The Committee shall have access to accurate records of past and present SAM membership, including the number of members in good standing or delinquent in the payment of their accounts.. The Committee shall make every effort, consistent with the required standards, to increase the numerical strength of SAM and minimize delinquent accounts.

Section 10.10 - COMMITTEE ON RESEARCH

A. Composition: The Research Committee shall consist of at least four (4) active members in good standing and the Treasurer, who shall serve as consultant of this Committee. The President, or a designee shall serve as Chair of the Research Committee

B. Functions: The Committee on Research shall review, and make investigations and recommendations concerning advancement of research in airway management, as well as awarding of the SAM research grant. The Research Committee shall review all completed applications under consideration for the SAM research grant following the end of the submission period. A formal, written review and grade for each SAM grant will be submitted by Research Committee members to the Chair of the Research Committee. If a particular SAM research grant application lacks at least four (4) reviewers for any reason, the Chair of the Research Committee may recruit an additional reviewer from members of the Board of Directors. The Research Committee may choose to award a maximum of two (2) SAM grants in a calendar year. The recommendation of the Research Committee shall be made to the Executive Committee in advance of the AGM meeting.

The SAM Grant Program is intended to support basic and clinical research related to airway management. Awards for projects will be announced at the Annual Scientific Meeting. SAM grants will begin the January following the granting of the award.

The Research Committee shall nominate deserving individuals to an International Airway Faculty. The nominees will be forwarded to the Board of Directors for election. The duties and terms of office will be determined by The Research Committee and the Airway Faculty subject to discussion with faculty from partner organizations.

Section 10.11 – LEGACY COMMITTEE

A. Composition: The Legacy Committee shall consist of at least four (4) Past Presidents and the Immediate Past President who shall serve as Chair of the Committee. The Executive Director may serve as consultant to the Legacy Committee. All Past Presidents of SAM interested in serving on the Legacy Committee are eligible to serve.

B. Functions: The Legacy Committee shall solicit nominations from the Board of Directors, as well as the General membership for SAM special awards (Distinguished Service Award, Lifetime Achievement Award, Patriarch Award, etc). Nominations and supporting data should be forwarded to the Chair of the Legacy Committee no later than three (3) months prior to the Annual Scientific Meeting. In addition, the function of the Legacy Committee is to provide a mechanism to encourage the continued contribution of the Past Presidents to the growth of SAM.

The Legacy Committee shall utilize the considerable expertise and interest of Past Presidents in the growth of SAM. The Legacy Committee shall play a role in proposing and implementing new projects/endeavors proposed by members of this Committee.

Section 10.12 – SPECIAL PROJECTS COMMITTEE

- A. **Composition:** The Special Projects Committee shall consist of four (4) active members in good standing and be chaired by a member of the Board of Directors assigned at the discretion of the President. The President Elect shall serve as the consultant to the Special Projects Committee.
- B. **Function:** The Special Projects Committee shall convene in order to propose and complete research reviews, societal statements, literature compilations, and similar works on behalf of SAM. Once identified, a proposed project will be submitted for review and approval at the next regular meeting of the Board of Directors. Once completed, the work of the Special Projects committee requires review and approval by a two-thirds (2/3) majority of the Board of Directors prior to submission for publication when applicable.

Section 10.13 – INTERNATIONAL LIAISON COMMITTEE

- A. **Composition:** The International Liaison Committee shall be composed of a representative from each national chapter as well as four other international members of SAM in good standing. The Chair of the International Liaison Committee shall be a member at large of the Board of Directors. The President will serve as consultant to the Committee and also will send a letter to country who meets the number of members to become a chapter and encourage them to form a chapter.
- B. **Function:** The International Liaison Committee shall work to increase the breadth and depth of SAM at an international level. The goals of the International Committee shall include measures to increase international membership in SAM, organize SAM affiliated international airway meetings and continue to strengthen the affiliation of SAM and other international airway societies (eg: DAS, EAMS etc.) and SAM chapters.

Section 10.14 – COMMITTEE ON TRAINEES

- A. **Composition:** The Committee on Trainees shall consist of two (2) SAM members in good standing and two (2) trainee members of SAM in good standing. The Committee on Trainees will be chaired by the Executive Director. The President or a designee on the Board of Directors shall serve as the consultant to the Committee on Trainees.
- B. **Function:** The Committee on Trainees shall work to increase SAM involvement and educational opportunities of trainees interested in advanced airway management. These opportunities can include, but are not limited to, lectures, roundtable sessions, poster sessions and abstract presentations geared towards trainees. The Committee on Trainees should actively pursue means to increase

the involvement and number of trainees involved in SAM.

CHAPETER XI

International Chapters

Section 11.1 Requirement for formation of International Chapter

Ten members or greater from one country (not language) is required to form a chapter

Section 11.2 Composition

- a. Each Chapter will have a representative where the representative is nominated every 2 years and may be reelected for another 2 years.
- b. Each Chapter Representative will be a member of the International Liaison Committee.

Section 11.3 Each Chapter's Responsibility

- a. Representative on Interntational Liaison Committee
- b. Translate Airway Gazette into mother language for Spanish and Portuguese at this time (9/2016)
- c. Each year receive list of active and inactive members to renew membership
- d. Representatives should write a report annually to be presented to BOD to demonstrate the progress of the chapter which will be published in Airway Gazette and on website.
- e. Each Chapter will have its own separate space on SAM website under heading of "International Chapter" This will be reviewed prior to posting by either webmaster, executive BOD or Airway Gazette editors.
- f. For every SAM annual scientific meeting, a session will be conducted where representatives from the international chapters will present. Subject and cases will be chosen based on merit.

Chapter XI

GENERAL PROVISIONS

Section 11.1 DELEGATES AND REPRESENTATIVES

Delegates, alternate delegates and official representatives from SAM to other organizations shall be appointed in accordance with the provisions of these Bylaws. The functions and terms of such delegates and representatives shall not exceed those set forth in their original notice of appointment.

Section 11.2 CHECKS, DRAFTS AND NOTES

All checks, drafts or orders for the payment of money, notes or other evidence of indebtedness issued in the name of or payable to SAM and any or all securities owned or held by SAM requiring signature for transfer shall be signed or endorsed by such person(s) and in such manner as from time to time shall be determined by the Board of Directors. All checks, drafts or orders for payment exceeding \$2,500 shall be signed by the Treasurer and countersigned by the Executive Director, President or Secretary, and if this exceeds \$25,000 will require the counter-signature of the President and Executive Director.

Section 11.3 EXECUTION OF CONTRACTS

Except as otherwise provided in these Bylaws, the Board of Directors may authorize one or more officers, agents or employees of SAM to enter into any contract or to execute any instrument in the name of and on behalf of SAM, and such authority may be general or confined to a specific instance and, unless so authorized by the Board of Directors, no officer, agent or employee shall have any power or authority to bind SAM by any contract or engagement to pledge its credit or to render it liable for any purpose or in any amount.

Section 11.4 COMPENSATION OF DIRECTORS AND OFFICERS

The directors and officers of SAM shall serve without compensation unless compensation is authorized from time to time by the Board of Directors for services rendered other than for being a director or officer.

Section 11.5 BONDING

The Treasurer and such other officers, employees and agents as the Board of Directors deems advisable, shall at the expense of SAM, post a good and sufficient surety bond to secure the faithful performance of all duties in such sum and with such surety or sureties as the Board of Directors shall determine.

Section 11.6 FISCAL YEAR

The fiscal year of SAM shall extend from the first day of January through the thirty-first day of December. The audit report, budget estimates and appropriations shall likewise be for the same period.

Section 11.7 SEAL

The SAM organization shall have an official seal which shall be in such form as approved by the Board of Directors, but which shall in any event contain the words "Society for Airway Management". The seal shall be in the custody of the Secretary.

Section 11.8 INDEMINFICATION OF DIRECTORS, OFFICERS, EMPLOYEES, AND AGENTS

The Board shall indemnify its officers, directors, employees and agents to the extent permitted by the General Corporation Law of the State of Illinois.

Section 11.9 DISSOLUTION

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all 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(s) under Section 501(c)(3) on the Internal Revenue Code of 1985 (or the corresponding provision of any future United States Internal Revenue Law) as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization(s), as said Court shall determine, which are organized and operated exclusively for such purposes.

Chapter XII

AMENDMENTS

Section 12.1 PROCEDURE

These Bylaws shall be reviewed at least once every five (5) years. Any active member in good standing may propose changes to the Bylaws. All proposed changes shall be reviewed by the Board of Directors, and if approved by two-thirds (2/3) majority of the members of the Board of Directors shall be presented at the AGM Meeting, and if approved by a two-thirds (2/3) vote of the members voting, the proposed amendment shall then become effective. The parliamentary authority shall be the most recent edition of The Standard Code of Parliamentary Procedure.

The date of the revision will be affixed to the Bylaws.

Chapter XIII

RATIFICATION

Section 13.1 APPROVAL AT ANNUAL BUSINESS MEETING

Approval and ratification of these Bylaws shall be the first order of business of the AGM meeting of SAM.

Section 13.2 EFFECTIVE DATE

Once the Bylaws have been ratified at the annual AGM meeting, the effective date of these Bylaws shall be retroactive to the date authorized and approved by the SAM Board of Directors.

Approved at Annual General Membership Meeting, September 19, 2014