



Bylaws

Bylaws of The New York State Society of Anesthesiologists, Inc.

A corporation chartered under the laws of The State of New York
(Updated as of December 2021)

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CHAPTER I

Purposes

Section 1.01. It shall be the purpose of this Society to associate and affiliate into one organization all the reputable physicians in the State of New York who are engaged in the practice of, or are otherwise interested in the specialty of anesthesiology; to encourage specialization in this field and in other ways to make available to more people the benefits to be derived from the services of qualified anesthesiologists; to raise the standards of the specialty by fostering and encouraging research and scientific progress in anesthesiology; to disseminate information in regard to anesthesiology; to protect the public against irresponsible and unqualified practitioners of anesthesiology; to edit and publish publications in the field of anesthesiology and related fields; to safeguard the interest of its members; and in all ways to develop and further the specialty of anesthesiology for the general elevation of the standards of medical practice.

CHAPTER II

Membership

MEMBERSHIP

Membership in this Society is a privilege and not a right and is contingent upon compliance with the requirements specified in these Bylaws.

Members of the Society shall:

Section 2.1. Members of the Society shall:

Section 2.1.1. Recognize and comply with the “Guidelines for the Ethical Practice of Anesthesiology” of this Society

Section 2.1.2. Recognize and comply with the Principles of Medical Ethics of the American Medical Association

Section 2.1.3. Continuously meet the requirements of their category of membership

Section 2.1.4. Continuously meet other requirements as set forth in the Bylaws

Section 2.1.5. Have their application reviewed and approved by the Secretary of this Society

Section 2.2. Categories of Membership

Section 2.2.1. Active Members

Section 2.2.1.1. The active membership of this society shall consist of each active member of the NYSSA. Active members are Doctors of Medicine or Osteopathy who are licensed to practice medicine in New York State who have successfully completed a training program in anesthesiology, accredited by ACGME, the American Osteopathic Association, or equivalent organizations, and who are in compliance with any further membership requirements listed in the Administrative Procedures.

Section 2.2.1.2. A member may be an active member of only one district of the NYSSA.

Section 2.2.1.3. Active members of this Society who are on active duty in any of the Uniformed Services, the Public Health Services of The United States, The Federal Veterans Administration, or a contract physician to a DOD facility must maintain an unrestricted license (or approved waiver per Department of Defense instruction) to practice medicine in the United States of America. The above provisions shall not affect the status of any member who is already an Active member of this Society or of any individual who is already an Active member of The American Society of Anesthesiologists, Inc., and who wishes to transfer membership from another component society.

Section 2.2.1.4. Active members of this Society must maintain a permanent residence or primary practice within the state of NY but may practice within the jurisdiction of other component societies during the calendar year.

Section 2.2.2. Affiliate Members

The affiliate membership of this Society shall consist of:

Section 2.2.2.1 Members of the NYSSA who are:

Section 2.2.2.1.1 Physicians not in the clinical practice of anesthesiology

Section 2.2.2.1.2 Scientists, who, while not engaged in administering clinical anesthesia to humans, are nevertheless interested in anesthesiology

Section 2.2.2.2 Physicians who practice and reside outside the United States.

Section 2.2.3. Educational Members

An educational member shall be a provider of anesthesia care who is neither a physician nor an anesthesiologist assistant.

Section 2.2.3.1. Application

Each provider of care applicant as described in 2.2.3 shall file with the Secretary of this Society an application and:

Section 2.2.3.1.2 If providing anesthesia care as part of the anesthesia care team, signed statements subscribing to:

Section 2.2.3.1.2.1 The Guidelines for the Ethical Practice of Anesthesiology
and

Section 2.2.3.1.2.2 The Anesthesia Care Team statement as approved by the House of Delegates.

Section 2.2.4. Life Members

Each past president of this Society shall be a life member and considered to have all the rights and benefits of an active member of the society. Life membership shall commence at the expiration of the term of Immediate Past President.

Section 2.2.5. Honorary Members

Section 2.2.5.1 A physician, a scientist or other individual not otherwise eligible for active membership in the Society who has attained outstanding eminence in anesthesiology or related fields.

Section 2.2.5.2 Nominations of honorary members may be submitted by members of the NYSSA to the Chair of the Committee on Nominations and Awards on approved forms, together with a current curriculum vitae, by the date specified in the

Administrative Procedures. This committee shall review the names of nominees submitted and may make recommendations of candidates to the House of Delegates. Section 2.2.5.3 Nomination(s), along with a summary of the nominee's achievements and qualifications, shall be submitted to the House of Delegates for approval by ballot with a two-thirds vote required.

Section 2.2.6. Retired Members

Section 2.2.6.1 An individual who has been an active and/or affiliate member in good standing of the ASA for 20 or more years and in the NYSSA for 10 or more years and has retired from the practice of anesthesiology.

Section 2.2.6.2 Active members of this society who do not meet the requirements in Section 2.2.6.1 and are disabled and unable to engage in the practice of their profession, shall, upon notification to and approval from the secretary, be placed in Retired membership status. Such Retired membership due to disability shall terminate upon resumption of the practice of anesthesiology.

Section 2.2.6.3 A written request to change to retired member status shall be submitted to the Secretary of this Society.

Section 2.2.7. Resident and Fellow Members

Section 2.2.7.1 A resident and fellow member is a physician in full-time training in an anesthesiology residency or fellowship program.

Section 2.2.7.2 Resident and fellow members shall belong to the Resident Section in either their district or in the Uniformed Services.

Section 2.2.7.3 Each applicant shall file with the Secretary of this Society an application endorsed by the Director of the Training Program. A copy of the application shall be forwarded to the Secretary of the NYSSA.

Section 2.2.7.4 Applicants are eligible for resident and fellow membership during each year of training, concluding on December 31 of the year of graduation. Graduates of residency or fellowship training will be automatically advanced to the active member category.

Section 2.2.8. Medical Student Members

Section 2.2.8.1 A medical student member shall be an individual in full-time training in a medical school approved by the Liaison Committee on Medical Education (LCME) or the American Osteopathic Association.

Section 2.2.8.2 Each applicant shall file with the Secretary of this Society an application endorsed by the chair of the department of anesthesiology certifying compliance with Section 2.2.8.1. In situations when there is no anesthesiology department at the applicant's medical or osteopathic school, an application can be endorsed by a representative of the student's college of medicine or the NYSSA Secretary.

Section 2.2.9. International Resident/Fellow and Medical Student Members

Section 2.2.9.1. Qualifications

Section 2.2.9.1.1. International Residents/Fellows

An international resident/fellow member is a physician in an anesthesiology training

program outside the US and its territories and who is a graduate of a medical school approved by the Liaison Committee on Medical Education or the American Osteopathic Association, or of a medical school listed in the World Directory of Medical Schools.

Section 2.2.9.1.2. International Medical Students

An international medical student member must be enrolled in a medical school that has been determined by the National Committee on Foreign Medical Education and Accreditation to use comparable accreditation standards to the standards of the LCME or the AOA, and is listed in the World Directory of Medical Schools.

Section 2.2.9.1.3 International resident and medical student members may not hold office or vote within the NYSSA.

Section 2.2.10. Anesthesiologist Assistant Members

An anesthesiologist assistant member shall be a provider of anesthesia care who is a Fellow member in good standing of the American Academy of Anesthesiologist Assistants (AAAA) and a member in good standing of the ASA.

Section 2.2.11. Student Anesthesiologist Assistant Member

A student anesthesiologist assistant member shall be an individual in full time training in an Anesthesiologist Assistant program.

Section 2.2.11.1. Application

Each student anesthesiologist assistant application shall file, with the secretary of this Society, an application and confirmation of training by the program director or coordinator.

Section 2.2.12. Educational Student Member

An educational student member shall be an anesthesia care team provider trainee who is not a physician or anesthesiologist assistant trainee.

Section 2.2.12.1. Application

Each educational student applicant shall file, with the secretary of this Society, an application and confirmation of training by the program director or coordinator.

Section 2.2.13. Anesthesia Administrator and Executive Members

An anesthesia administrator or executive member shall be an anesthesia administrator or executive (AAE) who is employed by an anesthesia group, institution, or company comprised of NYSSA Active members.

Section 2.2.13.1 Applicants shall file with the secretary of this Society an application and endorsement by an NYSSA Active member associated with the applicant.

RIGHTS AND PRIVILEGES

Section 2.07. Members in good standing of this Society possess rights and privileges as follows:

Section 2.07-1. Active Members shall be entitled to full privileges of this Society.

Section 2.07-2. Honorary Members shall be entitled to all of the benefits and privileges of Active membership but shall be exempt from the payment of assessments and shall not hold office.

Section 2.07-3. Affiliate, educational, resident and fellow, medical student, international resident/fellow and medical student, anesthesiologist assistant, student anesthesiologist assistant, educational student, anesthesia administrator and executive members shall be entitled to the benefits and privileges of the Society and may be appointed to committees, with the exception of Medical Student Members who may not serve on committees. Affiliate, educational, resident and fellow, medical student, international resident/fellow and medical student, anesthesiologist assistant, student anesthesiologist assistant, educational student, anesthesia administrator and executive members shall not serve as Officers, Delegates, Directors or Committee Chairs, nor shall they vote in any referendum, unless otherwise described in these Bylaws.

MAINTENANCE OF OTHER MEMBERSHIPS

Section 2.08. All Active, Resident, Medical Student, Retired, and Anesthesiologist Assistant members of this Society are required to maintain membership in The American Society of Anesthesiologists, Inc. Such members who fail to comply with this provision shall be expelled from this Society immediately upon notification by the American Society of Anesthesiologists, Inc. Life members who are no longer members of the American Society of Anesthesiologists are not permitted to sit on committees or serve the NYSSA in any official capacity.

Section 2.08-1. All Active and Resident Members of this Society are required to maintain membership in the district section having jurisdiction over either the location of their principal professional activity or their place of legal residence (within the State of New York).

LOCATION OF PRINCIPAL PROFESSIONAL ACTIVITY

Section 2.09. Unless otherwise described in these Bylaws, the term "location of principal professional activity" is defined as the place where a member performs the greater part of his or her duties or the place of his or her primary appointment, as distinguished from his or her place of residence or location of temporary or other professional pursuits. In the event of uncertainty or dispute as to the location of principal professional activity, the matter shall be referred to the Secretaries of the Society for a ruling, and their decision shall be final.

REINSTATEMENT

Section 2.10. A member of this Society who has been dropped from membership may be reinstated, provided he or she makes application for membership in the same manner as provided in these Bylaws for an original application for membership, and he or she pays any assessments in arrears at the time he or she ceased to be a member, and his or her reinstatement is approved by the Board of Directors.

DUES

Section 2.11. Dues. Annual dues are due by January 1 of each year.

Section 2.11.1. Delinquency

A member shall be deemed delinquent if the dues are unpaid by March 31; After notification, and if delinquent on May 1, all member benefits shall be suspended until dues for the current year have been paid.

2.11.2 The amount of the annual assessment for members shall be determined by the Board of Directors after consideration of the annual budget for the next year.

Section 2.12. Reinstatement. A member whose membership has lapsed by reason of non-payment of assessment may be reinstated by paying the amount of assessment in arrears when he or she ceased to be a member.

The Board of Directors may waive the necessity for payments of assessments in arrears if it finds that unusual circumstances make that action advisable.

Section 2.13. Illness. When, because of serious illness or injury, a member is prevented from pursuing the practice of medicine for more than six (6) months, and upon application on behalf of the member, one-half (1/2) of the annual dues will be waived or refunded as may be appropriate. If such disability persists, one-half (1/2) of the annual dues shall be waived or refunded for each additional six (6) month period of disability.

Section 2.14. Refund. If a member ceases to be a member for any reason other than suspension or expulsion before July 1st, one-half (1/2) of his or her annual assessment will be refunded.

CHAPTER III

Officers

COMPOSITION

Section 3.01. The officers of this Society shall be a President, a President Elect, a Vice-President, a Secretary, a First Assistant Secretary, a Second Assistant Secretary, a Treasurer, an Assistant Treasurer, a Speaker and Vice-Speaker of the House of Delegates, and the Director to The American Society of Anesthesiologists, Inc.

REQUIREMENT

Section 3.02. No person shall be eligible for election as an officer of this Society unless he or she has been an Active member in good standing of this Society for five (5) years.

ELECTION

Section 3.03. The officers shall be elected by the House of Delegates at each Annual Session in the manner provided in these Bylaws.

TERMS OF OFFICE

Section 3.04. The terms of office of the President, President Elect, Vice-President, Assistant Secretaries and Assistant Treasurer shall be from the close of the Annual Session at which they were elected until the close of the following Annual Session.

The Secretary, Treasurer, Speaker and Vice-Speaker of the House of Delegates and the Delegate and Alternate Delegate to The Medical Society of the State of New York shall be elected for terms of two (2) years which will commence from the close of the Annual Session at which they were elected.

LIMITATION OF TERMS

Section 3.05. No member may be elected twice to serve as President or President Elect of this Society.

Section 3.05-1. Term limits for the offices of Secretary, Assistant Secretary, Treasurer and Assistant Treasurer shall be a maximum of six (6) years. The office of Speaker and Vice-Speaker shall be a maximum of ten (10) years. These term limits shall commence at the time of adoption of this section by the House of Delegates.

DUTIES OF OFFICERS

Section 3.06. The officers of this Society are charged and entrusted as follows:

Section 3.06-1. President. It shall be the duty of the President to counsel with all Officers, Directors, Delegates, component societies, committees and members toward the best interests of the public and this Society, to attempt to further the aims and the activities of this Society to the fullest extent; and to perform such other services as custom, necessity and parliamentary usage require.

He or she shall appoint all committees, except as otherwise provided; and in addition to being a member and the presiding officer of the Board of Directors, he or she shall be an ex-officio member of all committees.

He or she may preside and officiate at all major functions of the Annual Session, and shall deliver an annual address at the Annual Session of the House of Delegates.

Section 3.06-2. President Elect. The President Elect shall assist the President in the performance of his or her duties; shall preside in his or her absence at the meetings of this Society, or the Board of Directors; and shall represent the President when requested at meetings, committee meetings, or other functions. He or she shall be an ex-officio member of all committees.

Section 3.06-3. Vice-President. The Vice-President shall familiarize himself or herself with the personnel and work of the various committees and of the Society in general; and shall be ready to counsel with the President on matters affecting the future of this Society. He or she shall be an ex-officio member of all committees.

Section 3.06-4. Secretary. The Secretary shall supervise and handle the secretarial duties of this Society, and shall act as the Corporate Secretary insofar as the execution

of official documents or institution of official actions are required. He or she shall perform such other duties as are placed upon him or her by these Bylaws and by the Bylaws of The American Society of Anesthesiologists, Inc. He or she may request aid from an Assistant Secretary as provided in these Bylaws.

Section 3.06-5. Assistant Secretaries. The Assistant Secretaries shall aid the Secretary in his or her duties as requested. The First Assistant Secretary shall be the Official Archivist of the Society.

The First Assistant Secretary shall make investigations and recommendations concerning applicants for the categories of membership elsewhere provided in these Bylaws, and shall encourage qualified members of the medical profession to apply for membership in this Society. The First Assistant Secretary, with the assistance of the Second Assistant Secretary and the Assistant Treasurer shall approve or reject the credentials of members at Annual Sessions of the House of Delegates.

The Second Assistant Secretary and the Assistant Treasurer shall oversee and review benefit proposals for members, monitor agency ratings of various vendors, monitor complaints from the membership and formulate appropriate advertising disclaimers.

Section 3.06-6. Treasurer. The Treasurer shall be the custodian of all monies, securities and valuable papers of this Society in such amount as the Board of Directors may require. He or she shall keep a detailed account of all receipts and disbursements, and shall make an annual report to the Society concerning the financial transactions for the preceding fiscal year, the funds of this Society in his or her care, and his or her actions as Treasurer. He or she shall make other reports as may be requested by the Board of Directors and shall subject his or her accounts to such examination as the Board of Directors may at any time order. He or she may request aid from an Assistant Treasurer as provided by these Bylaws.

Section 3.06-7. Assistant Treasurer. The Assistant Treasurer shall assist the Treasurer in his or her duties as requested, and shall assist the Assistant Secretaries at the Annual Session of the House of Delegates.

Section 3.06-8. Speaker. The Speaker of the House of Delegates shall preside at meetings of the House of Delegates; shall serve as the official parliamentarian of this Society; and shall serve as a member of the Committee on Bylaws and Rules of this Society.

Section 3.06-9. Vice-Speaker. The Vice-Speaker of the House of Delegates shall assist the Speaker in the performance of his or her duties; and perform the duties of the Speaker when the Speaker requests him or her to do so, or when the Speaker is unable to act.

Section 3.06-10. ASA Director. See Section 8.04.

VACANCIES

Section 3.07. If for any reason an officer becomes unable or unwilling to perform the functions of his or her office, or moves from the jurisdiction of the constituent area which elected him or her to office, such office shall be declared vacant. Vacancies in office shall be filled in the following manner:

Section 3.07-1. President. The President Elect shall immediately assume office. When the President Elect fills the office of President for a portion of an unexpired term, he or she shall serve to finish this term and the term for which he or she was elected.

Section 3.07-2. President Elect. The vacancy shall remain unfilled until the next Annual Session, at which time the House of Delegates shall elect a President and a President Elect.

Section 3.07-3. Vice-President. The Board of Directors shall elect a successor to fill the vacancy until the close of the next Annual Session.

Section 3.07-4. Secretary, First Assistant Secretary and Second Assistant Secretary. The First Assistant Secretary shall immediately assume all duties of the office until the close of the next Annual Session. The Second Assistant Secretary shall automatically assume the office of First Assistant Secretary if and when that office becomes vacant.

Section 3.07-5. Treasurer. The Assistant Treasurer shall immediately assume all duties of the office until the close of the next Annual Session.

Section 3.07-6. Second Assistant Secretary and Assistant Treasurer. The Board of Directors shall elect a successor to fill the vacancy until the close of the next Annual Session.

Section 3.07-7. Speaker of the House of Delegates. The Vice-Speaker shall immediately assume all duties of the office until the close of the next Annual Session.

Section 3.07-8. Vice-Speaker of the House of Delegates. The Board of Directors shall elect a successor to fill the vacancy until the close of the next Annual Session.

Section 3.07-9. ASA Director. See Section 8.05.

IMPEACHMENT

Section 3.08. Any Officer, Director, Delegate or other official of this Society may be impeached and removed from office upon the recommendation of the Board of Directors and subsequent confirmation by a two-thirds (2/3rds) majority of the House of Delegates in attendance at an Annual Session or Special Session.

Section 3.08-1. Charges and Hearing. All charges of impeachment shall be directed to the Board of Directors, shall be made in writing, and shall be signed by at least ten (10) Active members who thereby agree to substantiate their statements with proof.

If the Board of Directors, after a diligent and careful investigation, finds just and sufficient cause for removal of a particular Officer or Director, it shall present its findings

and recommendations at an Annual Session or Special Session of the House of Delegates and shall give the accused written notice of its findings and recommendations at least fifteen (15) days prior to that Annual or Special Session.

The Members of the House of Delegates in attendance at that Session shall then permit the accused to present evidence and witnesses in his or her behalf, and thereafter shall take final action.

CHAPTER IV

Resident and Fellow Section

PURPOSE

Section 4.01. The Resident and Fellow Section shall be a permanent subcommittee of the Committee on Academic Anesthesiology. Its purpose is to encourage Residents to become actively involved with and participate in the activities of the Society so that they will be better able to function as full Active members of organized Anesthesiology once their residency is completed.

MAINTENANCE OF MEMBERSHIP

Section 4.02. Membership in The New York State Society of Anesthesiologists, Inc., shall be a requisite for membership in the Resident and Fellow Section.

ADMINISTRATIVE PROCEDURES

Section 4.03. The Secretary of the Resident and Fellow Section shall forward to the Executive Office before January 15th of each year, a copy of its administrative procedures manual, if such are not already on file, along with any revisions or changes made during the previous calendar year. These administrative procedures may not conflict with the Bylaws or administrative procedures of this Society.

DELEGATE

Section 4.04. The Resident and Fellow Section shall be entitled to send one (1) duly qualified Delegate to The New York State Society of Anesthesiologists, Inc., House of Delegates.

It shall be the duty of the Secretary of the Resident and Fellow Section to forward to the Executive Office at least (6) months prior to each Annual Session, the names of the Delegate and Alternate Delegate of the Resident and Fellow Section for the current year.

The Delegate and Alternate Delegate shall be elected at an Annual Session of the Resident and Fellow Section. Additionally, each District of this Society shall be allowed to annually elect a maximum of two Delegates who are Residents, and two Alternate Delegates who are Residents, to the NYSSA House of Delegates. These Delegates may vote in any referendum or matter placed before the House but shall not serve as Officers, Directors, or Committee Chairs of this Society.

CHAPTER V

District Societies

COMPOSITION

Section 5.01. The District Societies shall be comprised of the following areas:

District 1: Kings (Brooklyn) and Queens Counties.

District 2: New York (Manhattan) and Richmond (Staten Island) Counties.

District 3: Bronx, Westchester, Rockland, Orange and Putnam Counties.

District 4: The area north of District 3, east of a county line through Canton and passing east of Utica through East Branch in the South (Headquarters - Albany).

District 5: The area west of District 4 and east of a north-south line passing through Sodus Center and East Corning (Headquarters - Syracuse).

District 6: The area west of District 5 and east of a north-south line passing through Millville, Shelby and Ceres (Headquarters - Rochester).

District 7: The area west of District 6 (Headquarters - Buffalo).

District 8: Nassau and Suffolk Counties.

ANNUAL MEETING

Section 5.02. Each District Society shall hold an annual meeting for election of officers of the District for the following year.

ANNUAL REPORT

Section 5.03. The Secretary of each District shall maintain a roster showing the names of all members of that District.

NYSSA Headquarters shall provide each District with periodic changes, additions and/or deletions. On January 15th of each year, NYSSA Headquarters shall send an official list of all (District) members to each District Secretary. It shall be the responsibility of the District Secretary to review the roster and report any changes to the Secretary of the Society.

District Officer elections shall be reported annually, and no later than December 15th.

Upon change of any officer or officers in a District, a report containing the information shall be forwarded to the Secretary of the Society within thirty (30) days.

MEMBERSHIP

Section 5.04. Active and Resident members must maintain membership in a District Society. No person may hold membership in two (2) districts of this Society at the same time.

DUES

Section 5.05. District Societies may levy dues in reasonable amounts as necessary to defray the expenses of the District.

Section 5.05-1. Suspension. District Societies may suspend members for nonpayment of dues.

MAINTENANCE OF MEMBERSHIP

Section 5.06. Membership in The New York State Society of Anesthesiologists, Inc., shall be a requisite for membership in a District Society.

BYLAWS

Section 5.07. The Secretary of each District Society shall forward to the Executive Office before January 15th of each year, a copy of its constitution and/or bylaws, if such are not already on file, along with any revisions or changes made during the previous calendar year. These District Society constitutions and bylaws may not conflict with the Bylaws of this Society.

Section 5.07-1. Commencing in calendar year 2010, all NYSSA Districts are required to review and renew their Bylaws and submit the revised and approved Bylaws to the NYSSA office. Subsequent to 2010, each District will be required to keep a current version of their Bylaws on file with the NYSSA headquarters. Mandatory review and renewals of District Bylaws will be accomplished every five (5) years after the calendar year 2010 and submitted to NYSSA headquarters before the October Board of Directors meetings of those years.

DELEGATES

Section 5.08. Each District Society shall be entitled to send four (4) duly qualified State Delegates to The New York State Society of Anesthesiologists, Inc., House of Delegates. Any District Society having more than one hundred (100) voting members on October 1st shall, that year, be entitled to one (1) additional Delegate for each twenty-five (25) voting members or fraction thereof over and above the first one hundred (100) voting members.

It shall be the duty of the Secretary of each District Society to forward to the Executive Office at least six (6) months prior to each Annual Session, a list of Delegates and Alternate Delegates of that District Society for the current year.

Section 5.08-1. Term. The terms of office of the Delegates and Alternate Delegates shall be two (2) calendar years.

Section 5.08-2. Election. Delegates and Alternate Delegates shall be elected at an annual session of each District Society.

DIRECTORS AND ALTERNATE DIRECTORS

Section 5.09. Each District shall be entitled to one (1) Director and one (1) Alternate Director.

Section 5.09-1 Term. The terms of office of the Director and Alternate Director shall be three (3) calendar years. The lifetime number of terms an individual may serve in either the office of the Director and Alternate Director shall be limited to three (3) for

Downstate Districts (1, 2, 3 and 8) and four (4) for Upstate Districts (4, 5, 6 and 7).

Section 5.09-2. Election. Directors and Alternate Directors shall be elected at an annual session of each District Society.

Section 5.09-3. Vacancy. District Director. The Alternate Director of a District shall automatically assume the office and duties of the District Director if that position becomes vacant or the District Director is unable to fulfill the responsibilities of office.

CHAPTER VI

Directors

COMPOSITION

Section 6.01. The Directors of this Society shall be not less than five (5) or more than twenty-five (25) in number, and shall be elected to the Board of Directors in the manner and for the term of office hereinafter provided.

ELIGIBILITY

Section 6.02. Each Director and Alternate Director shall have been a voting member of his or her District Society for at least two (2) years immediately prior to election.

ELECTION PROCEDURE

Section 6.03. Directors and Alternate Directors shall be elected by a majority vote of the members present and voting at the annual session of each District Society that each Director-elect is to represent.

The results of the election shall be reported to the Executive Office on or before January 15th of the calendar year for which they are elected. Their election shall be certified at the Annual Session of the House of Delegates of The New York State Society of Anesthesiologists, Inc.

TERMS OF OFFICE

Section 6.04. The terms of office of the Directors and Alternate Directors shall be for three (3) calendar years. No director shall be eligible to serve more than three (3) full terms.

POWERS AND DUTIES

Section 6.05. Each director shall serve on the Board of Directors of this Society as the representative of the District from which he or she is elected; make a report relating to the work and to the condition of the specialty in his or her District at the annual meeting of the Board of Directors, and submit a written report in duplicate to the Secretary no later than four (4) weeks before the annual meeting of the Board of Directors; and report to the members of his or her District Society the actions taken and recommendations made by the Board of Directors.

VACANCIES

Section 6.06. Director. When a vacancy occurs in the office of a Director of this Society, the Alternate Director shall immediately assume the Office for the unexpired term.

Section 6.06-1. Alternate Director. When a vacancy occurs in the office of an Alternate Director of this Society, the vacancy shall be filled for the unexpired term by election at the next general or annual meeting of the District Society, or at a special meeting called for that purpose.

CHAPTER VII

Board of Directors

COMPOSITION

Section 7.01. The Board of Directors shall consist of one (1) Director or one (1) Alternate Director from each District Society and in addition, the President, the President Elect, the Vice-President, the Immediate Past President, the Secretary, the Treasurer and the Director to The American Society of Anesthesiologists, Inc., Board of Directors.

PURPOSE

Section 7.02. The Board of Directors shall have general charge of all the business affairs of this Society in the interim between the Annual Sessions of the Society, unless a Special Session should be called. To this end the Board of Directors, or the Executive Committee of the Board of Directors, may take any action not in conflict with a former action of the Society as may be necessary to meet previously unforeseen situations, and may exercise in such cases the full power of the Society; provided that the Board of Directors or the Executive Committee may not act to bind this Society in any way beyond the next Session of the Society.

GENERAL POWERS AND DUTIES

Section 7.03. The Board of Directors shall make inquiry concerning the practice of anesthesiology in this State, and shall have authority to adopt such methods as may be deemed most efficient for improving and increasing interest in the specialty of anesthesiology. It shall encourage postgraduate and research work, and shall endeavor to have the results intelligently discussed and utilized.

Section 7.03-1. Financial. All monies of this Society received by the Board of Directors, or its authorized representatives, must be duly authorized for and paid to the Treasurer. The Board of Directors shall have the power to inspect and audit the accounts of the Treasurer, other officers, the committees, or other officials of this Society at any time and shall see that annual reports are made to the Society on all matters pertaining to the finances or expenditures of this Society.

Section 7.03-2. Committees. The Board of Directors shall have the power to create committees from its number, and to endow them with authority to act in the interim between meetings of the Board of Directors upon specific matters which would ordinarily require special meetings of the Board of Directors. These committees may be

augmented by appointment of additional members of this Society who are not members of the Board of Directors.

Section 7.03-3. Board of Censors. The Board of Directors shall be the Board of Censors of this Society and may convene as such on direction by the President of the Society. It shall consider all questions of a professional nature involving the rights and standings of members, whether in relation to this Society, or to other members, or to District Societies.

MEETINGS

Section 7.04. The Board of Directors shall hold an annual meeting within two (2) months prior to each Annual Session.

Section 7.04-1. Presiding Officer. The President shall serve as the presiding officer of the Board of Directors, except as otherwise provided in these Bylaws.

Section 7.04-2. Quorum. A majority of the members of the Board of Directors shall constitute a quorum.

Section 7.04-3. Voting Members. All members of the Board of Directors shall have the same voting privileges, except as otherwise provided in these Bylaws.

Section 7.04-4. Additional Meetings. Other meetings of the Board of Directors may be called at any time during the year by the President upon reasonable notice, or upon petition of three (3) members of the Board of Directors. One or more members of the Board of Directors may participate in a meeting by means of a conference telephone call or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence at the meeting.

Section 7.04-5. Non-Voting Members. The Speaker and Vice-Speaker of the House of Delegates, the Assistant Secretaries, the Assistant Treasurer, the Delegate to The Medical Society of the State of New York, the Editor of the SPHERE, the Alternate Director to The American Society of Anesthesiologists, Inc., the President of the Resident and Fellow Section, and the Chair of the Committee on Academic Anesthesiology and the PGA General Chair shall attend the meetings of the Board of Directors without vote. They shall not attend meetings of the Board of Directors when it acts as a Board of Censors or in Executive Session.

EXECUTIVE COMMITTEE

Section 7.05. The Executive Committee of the Board of Directors shall have authority to act in the interim between meetings of the Board of Directors upon all matters which would ordinarily require approval by the Board of Directors, and which have not been delegated elsewhere by these Bylaws.

Section 7.05-1. Composition. The Executive Committee of the Board of Directors shall be composed of the President, the President Elect, the Vice-President, the Immediate Past President, the Secretary, the Treasurer and the Director to The American Society

of Anesthesiologists, Inc. The General Chair of the PGA and the Chair of Government and Legal Affairs, shall serve on this committee as ex-officio members without voting privileges.

Section 7.05-2. Meetings. Meetings of the Executive Committee shall be held upon the call of the President. The President shall serve as the presiding officer. Four (4) members of the Executive Committee shall constitute a quorum. One or more members of the Executive Committee may participate in a meeting by means of a conference telephone call or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence at the meeting.

Section 7.05-3. Reports. At each meeting of the Board of Directors, the Executive Committee shall submit a detailed report of its activities since the preceding meeting of the Board.

TRAVEL EXPENSES

Section 7.06. Except for meetings held in conjunction with the Annual Session of this Society, the members of the Board of Directors shall receive reimbursement toward travel expenses incurred in attending meetings of that body.

CHAPTER VIII

Director and Alternate Director
to

The American Society of Anesthesiologists, Inc.

ELIGIBILITY

Section 8.01. The Director and Alternate Director to The American Society of Anesthesiologists, Inc., Board of Directors shall have been voting members of this Society in good standing for at least five (5) years, immediately prior to their election.

ELECTION

Section 8.02. The Director and Alternate Director to the American Society of Anesthesiologists Inc., shall be elected by the House of Delegates of The New York State Society of Anesthesiologists, Inc., in accordance with the Bylaws of the American Society of Anesthesiologists, Inc.

TERMS OF OFFICE

Section 8.03. The terms of office of the Director and Alternate Director to The American Society of Anesthesiologists, Inc., shall be for three (3) years and shall commence at the close of the Annual Session of The American Society of Anesthesiologists, Inc., House of Delegates following their election.

POWERS AND DUTIES

Section 8.04. The Director shall serve on the Board of Directors of The American Society of Anesthesiologists, Inc., as a representative of this Society and shall report to this Society the actions taken and the recommendations made by the Board of Directors of The American Society of Anesthesiologists, Inc.

Section 8.04-1. The Alternate Director to the ASA shall serve as the Caucus Chair and shall work in conjunction with the NYSSA President to lead the delegation to the ASA Annual Meeting.

VACANCIES

Section 8.05. Director. When a vacancy occurs in the office of the Director to The American Society of Anesthesiologists, Inc., the Alternate Director shall immediately assume the office for the unexpired term.

Section 8.05-1. Alternate Director. When a vacancy occurs in the office of the Alternate Director to The American Society of Anesthesiologists, Inc., the Board of Directors shall, by election, at their next meeting fill the vacancy until the next Annual Session of The New York State Society of Anesthesiologists, Inc., at which time a successor shall be elected for the unexpired term.

CHAPTER IX

Delegates and Alternate Delegates

to

The American Society of Anesthesiologists, Inc.

ELIGIBILITY

Section 9.01. The Delegates and Alternate Delegates to The American Society of Anesthesiologists, Inc., from The New York State Society of Anesthesiologists, Inc., shall have been voting members of this Society in good standing for at least two (2) years, immediately prior to their election.

ALLOCATION

Section 9.02. The number of Delegates and Alternate Delegates elected by this Society to The American Society of Anesthesiologists, Inc., shall be established in the manner provided by the Bylaws of The American Society of Anesthesiologists, Inc.

ELECTION

Section 9.03. The President Elect of The New York State Society of Anesthesiologists, Inc., and the Alternate Director to The American Society of Anesthesiologists, Inc., shall each begin a three (3) year term as Delegate to The American Society of Anesthesiologists, Inc., upon election to these offices. The term of the President Elect shall coincide with his or her term as President Elect, President and Immediate Past President, and that of the Alternate Director with his or her office. If upon election they are currently American Society of Anesthesiologists Delegates, these Delegate positions shall become vacant (See Section 9.07.).

Additional Delegates and Alternate Delegates to The American Society of Anesthesiologists, Inc., shall be elected at the Annual Session of the House of Delegates of this Society from among those members of The New York State Society of Anesthesiologists, Inc., House of Delegates, who had been duly elected to the following positions: the officers as defined in Section 3.01 of the Bylaws, the District Directors and the Delegates.

These remaining ASA Delegates will be nominated in the following order and be voted upon at the House of Delegates:

1. Alternate ASA Director, Secretary, Treasurer, District Directors, Speaker of NYSSA House of Delegates, PGA General Chair.
2. In the event that additional ASA Delegate positions are still available, the Executive Committee will nominate NYSSA members for those positions, preferably from the Board of Directors.

The positions of Alternate Delegates to the ASA will be nominated in the following order and voted upon at the House of Delegates:

1. Any member of the Board of Directors who is not already an ASA Delegate
2. Additional Alternate Delegate positions will be assigned to each District, alternating between Upstate and Downstate Districts in the following order – District 1, 4, 2, 5, 3, 6, 8, 7. The order for District assignments will continue from one year to the next (e.g. if there were only 5 Alternate Delegate positions available one year, they would go to Districts 1, 4, 2, 5 and 3. The following year, the assignments would begin with District 6). The District Director will make the nominations from each District from the floor at the annual meeting of the NYSSA House of Delegates.

TERMS OF OFFICE

Section 9.04. Delegates shall serve for three (3) years and Alternate Delegates shall serve for one (1) year. Their terms of office shall commence at the end of The New York State Society of Anesthesiologists' Annual Session with the exception of that of Alternate Director to The American Society of Anesthesiologists, Inc., whose term as Delegate shall coincide with the period of office.

DUTIES

Section 9.05. Delegates from this Society are charged with the responsibility of attending each meeting of the House of Delegates of The American Society of Anesthesiologists, Inc., and all related meetings of the New York State Delegation, or of otherwise making certain that this Society is represented therein.

A Delegate who fails in this responsibility by not attending without sufficient cause, and who fails to notify either the President of the State Society or the Caucus Chair of his or her possible or impending absence in reasonable time shall immediately forfeit the right to hold this office, and will not be eligible for election to any office of the Society during the ensuing two (2) years.

Delegates and Alternates shall, whenever possible, counsel with the officers and Board of Directors of this Society on all matters pending in the House of Delegates of The American Society of Anesthesiologists, Inc., in the interest of making certain that the action taken therein is in accord with the desires of this Society.

ALTERNATES

Section 9.06. In the event a Delegate is unable to attend a meeting or session of the House of Delegates of The American Society of Anesthesiologists, Inc., any elected Alternate shall be eligible to serve in his or her place during that meeting, as provided in the Bylaws of The American Society of Anesthesiologists, Inc.

VACANCIES

Section 9.07. When a permanent vacancy occurs in the office of Delegate to The American Society of Anesthesiologists, Inc., the President of The New York State Society of Anesthesiologists, Inc., shall fill the vacancy from the Alternate Delegates until the next Annual Session, at which time a successor shall be elected for the unexpired term.

In the event that an ASA Delegate is unable to be present for the ASA House of Delegates meeting, the President will appoint an Alternate Delegate to serve in the House of Delegates. This Alternate should come from the delegation (Upstate or Downstate of the absent/excused ASA Delegate.

CHAPTER X

Delegate and Alternate Delegate

to

The Medical Society of the State of New York

ELIGIBILITY

Section 10.01. The Delegate and Alternate Delegate to The Medical Society of the State of New York from The New York State Society of Anesthesiologists, Inc., shall have been voting members of this Society in good standing for at least two (2) years, immediately prior to their election.

ELECTION

Section 10.02. The Delegate and Alternate Delegate to The Medical Society of the State of New York shall be elected for a two (2) year term at an Annual Session of The New York State Society of Anesthesiologists' House of Delegates.

DUTIES

Section 10.03. The Delegate is charged with representing this Society in the House of Delegates of The Medical Society of the State of New York. He or she shall counsel with the officers and Board of Directors of this Society on all matters pending in the House of Delegates of The Medical Society of the State of New York.

VACANCIES

Section 10.04-1. When a vacancy occurs in the office of the Delegate to The Medical Society of the State of New York, the Alternate Delegate shall immediately assume the office for the unexpired term.

Section 10.04-2. When a vacancy occurs in the office of the Alternate Delegate to The Medical Society of the State of New York, the Board of Directors shall, by election, fill the vacancy.

CHAPTER XI

Annual and Special Sessions

ANNUAL SESSION

Section 11.01. This Society shall hold an Annual Session at such time and place as has been fixed by the Board of Directors. In the event of change, due notice shall be forwarded to the membership as early as possible, and not less than three (3) weeks before the new date selected. The annual session shall be held during a year running December 1 – November 31.

REGISTRATION

Section 11.02. Every member attending an Annual Session shall have his or her name officially registered. When his or her right to membership has been verified, it shall be duly documented of his or her right to attend that Session. No member shall take part in any of the proceedings of an Annual Session until he or she has complied with the provisions of this Section.

GUESTS

Section 11.03. Any person may become a guest of this Society during the Annual Session upon invitation by an Officer or Director, and shall be accorded the privilege of observing the functions of the Session. He or she may address the Session upon invitation by the House of Delegates.

PROGRAMS

Section 11.04. The scientific programs at the Annual Session shall be known as the Postgraduate Assembly and may consist of general meetings and sections as is deemed advisable by the Committee on Annual Sessions. There shall also be included in the program of each Annual Session at least one (1) business meeting of the House of Delegates for election of Officers, receipt of reports from Officers, Directors, Delegates, Committees and other officials, and transactions of other business affairs of the Society.

RESOLUTIONS

Section 11.05. All resolutions and similar official actions issued to public or to other organizations in the name of this Society shall first be approved by the House of Delegates or the Board of Directors.

SPECIAL SESSIONS

Section 11.06. Special Sessions of the membership of this Society may be called by the President upon approval by the Board of Directors. Special Sessions shall be held at the time and place fixed by the Board of Directors. Notice of Special Sessions and the subject or subjects to be presented shall be forwarded to each member of the Society at least thirty (30) days in advance of the date established for the meeting (See Section 12.05-6.).

CHAPTER XII

House of Delegates

COMPOSITION

Section 12.01. The House of Delegates shall consist of the duly elected Delegates, the Officers, the Directors, the Director to The American Society of Anesthesiologists, Inc., the Delegate to The Medical Society of the State of New York, and the Immediate Past President of this Society.

The American Society of Anesthesiologists, Inc., Alternate Director, Chairs of Standing Committees, all Past Presidents (except the Immediate Past President), and the Chair/Editor of the Editorial Board shall be members of the House of Delegates without vote unless duly elected Delegates. No member of The New York State Society of Anesthesiologists, Inc., may hold two (2) voting offices in the House of Delegates. Should this situation arise, a member must immediately resign one voting office of their choice. [EXCEPTION: The Director to The American Society of Anesthesiologists, Inc., and the Delegate to The Medical Society of the State of New York may hold a second voting office in the NYSSA House of Delegates; in these instances, the Director of ASA and the MSSNY Delegate will be entitled to one (1) vote each in the NYSSA House of Delegates.]

PURPOSE

Section 12.02. The House of Delegates shall be the primarily legislative and governing body of this Society.

POWERS AND DUTIES

Section 12.03. The House of Delegates is charged and entrusted with the final authority in all matters, except where final authority is delegated elsewhere by these Bylaws, and the transaction of all business of this Society not otherwise specifically provided for in these Bylaws.

Section 12.03-1. Financial. It shall receive the recommendations of the Board of Directors concerning an annual budget prepared by the Treasurer, and after giving due consideration to these recommendations, it shall make annual appropriations for the expenditures of this Society. It may amend current appropriations at either an Annual or Special meeting. No expense may be incurred on behalf of the Society in excess of or outside of these appropriations.

The Treasurer shall have the authority to redistribute any funds within the constraints of the approved budget.

Section 12.03-2. Committee. It shall have the authority to appoint committees for special purposes, which may be composed of members of this Society who are not members of the House of Delegates. Such committees shall report to the House of Delegates, and may be present and participate in the debates on their reports.

DELEGATES

Section 12.04. Each Delegate or Alternate to the House of Delegates shall be entitled to only one (1) vote, and shall represent the District Society by or for which he or she was appointed and no other.

Section 12.04-1. Qualification. No person shall serve as a Delegate to the House of Delegates unless he or she is a voting member in good standing of the Society.

Section 12.04-2. Substitution. A Delegate or his or her Alternate, accepted and seated, shall serve without substitution throughout the Annual Session or other meetings of the House of Delegates unless a substitute is approved by the Assistant Secretaries and Assistant Treasurer.

MEETINGS

Section 12.05. The House of Delegates shall meet annually. This meeting of the House of Delegates shall be during each Annual Session at the time established by the Board of Directors, unless the board has voted to allow for attendance via electronic communication at that year's meeting, in which case the House of Delegates may meet apart from the Annual Session. It may recess from time to time as may be necessary to complete its business, provided that its hours shall conflict as little as possible with the general or section meeting.

Section 12.05-1. Presiding Officer. The Speaker shall serve as the presiding Officer of the House of Delegates.

Section 12.05-2. Quorum. Ten percent (10%) of the Delegates or their Alternates shall constitute a quorum of the House of Delegates.

Section 12.05-3. Votes. Except as otherwise provided in these Bylaws, all questions shall be determined by the affirmative vote of not less than a majority of those voting.

The Speaker or Vice-Speaker may vote only when presiding and then only to break a tie vote.

Section 12.05-4. Order of Business. The official order of business for the House of Delegates, unless otherwise ordered by two-thirds (2/3rds) vote of the Delegates present and voting or on the sole discretion and authority of the presiding Speaker or Vice-Speaker, must include:

1. Registration of Delegates and ex-officio members of the House of Delegates and visitors.
2. Call to Order by the President.
3. Invocation.
4. Recognition of guests and presentation of awards.
5. Installation of the Speaker as Presiding Officer.
6. Report of the presence of a quorum by the Assistant Secretaries and Assistant Treasurer.

7. Approval of the minutes of the last session of the House of Delegates, as published.
8. Report of the President.
9. Report of the President Elect.
10. Remarks by the Speaker.
11. Introduction of reports in the order in which they are published in The Handbook for Delegates.
12. Unfinished Business.
13. New Business.
14. Announcement of time and place of Reference Committee Meetings.
15. Recess of First Session.
16. Registration of Delegates and ex-officio members of the House of Delegates and visitors.
17. Convening of the Second Session.
18. Report of the presence of a quorum by the Assistant Secretaries and Assistant Treasurer.
19. Recognition of the President for introduction of guests.
20. Reports of the Reference Committees.
21. Election of Officers.
22. Return of Chair to the President.
23. Installation of the President Elect (Presentation of Plaque and Gavel).
24. Adjournment by the (outgoing) President.

Section 12.05-5. Reference Committees. Reference Committees of the House of Delegates shall be appointed no later than one (1) month prior to the Annual Session to analyze all business to be considered by the House of Delegates and to make appropriate recommendations from the floor at the Annual Session.

Section 12.05-6. Special Sessions. A Special Session may be called by the President with the approval of the Board of Directors. Written notice of the time and place of a Special Session shall be mailed to each member of the House of Delegates at least thirty (30) days prior to such meeting (See Section 11.06). Under extraordinary circumstances, a Special Session may be called by the President, with the approval of the Executive Committee, upon seven (7) days notification of the members of the House of Delegates.

Section 12.05-7. Order of Business at a Special Session. At a Special Session of the House of Delegates, the order of business shall be determined by the President with approval of the Executive Committee. It shall be available to the members of the House of Delegates before the start of the meeting and may be altered by a two-thirds (2/3rds) vote of the Delegates present and voting.

ELECTION PROCEDURE

Section 12.06. Election of Officers and Delegates by the House of Delegates shall be by secret ballot unless a single candidate is nominated to an office. A majority of the votes cast shall be necessary to elect. If on any ballot no nominee shall receive a majority, the name receiving the smallest number of votes shall be dropped, and the balloting shall

proceed in that manner until a majority is obtained. Nominations for all Officers shall be made from the floor of the House of Delegates.

PUBLICATION

Section 12.07. A summary of the proceedings of the House of Delegates shall be published following each Annual Session. A copy shall be sent to each member of The House of Delegates, the Secretary of each District, the Wood Library-Museum, Inc., and The American Society of Anesthesiologists, Inc.

CHAPTER XIII

Committees

COMPOSITION

Section 13.01. The Standing Committees of this Society shall be composed of active, resident, or retired members in good standing appointed by the President-Elect except as otherwise provided for in these Bylaws. The Special Committees of this Society shall be composed of active, resident, or retired members in good standing appointed by the President except as otherwise provided for in these Bylaws.

TERMS OF OFFICE

Section 13.02. The terms of office of the Chairs and members of Standing and Special Committees shall be for the term for which the President appointing them was elected, unless otherwise provided in these Bylaws. If a vacancy develops in the position of committee chair or committee member, or if the President determines that a committee chair or committee member is incapable of performing that person's duties, that position shall be filled or that person replaced by the President directly or as described elsewhere in the Bylaws until such time as the President shall determine that said person is again able to assume all their duties and responsibilities.

PURPOSE

Section 13.03. It shall be the aim and purpose of committee work and committee appointments to equitably divide and increase the responsibility of the work of the Society among the individual members, thereby stimulating their personal efforts towards betterment of all conditions affecting physicians as individuals and this Society as a whole.

No function outside of those authorized by these Bylaws may be undertaken by any committee without approval by the Executive Committee or the Board of Directors.

REPORTS

Section 13.04. Each committee shall submit a written report in duplicate to the Secretary not later than ten (10) weeks before each Annual Session, and shall submit such other reports as the Board of Directors may require.

EXPENSES

Section 13.05. Expenditures by committees for activities or projects shall be anticipated and included in the annual budget of the committee. Other expenditures shall not be made, nor other obligations incurred without the consent and approval of the President and Treasurer. Statements for approval of expenditures shall be certified by the Chairs of the various committees and forwarded to the Treasurer for payment.

STANDING COMMITTEES

Section 13.06. The Standing Committees continue from year to year. Prior to assuming the office of President at the upcoming annual session of the House of Delegates, the President-Elect shall appoint Chairs for each Standing Committee and the members of each committee for the upcoming year. The Standing Committees of this Society are:

Section 13.06-1. Committee on Bylaws and Rules. Composition: Three (3) or more members, preferably at least one (1) of whom was a member of the retiring committee; and the Speaker of the House of Delegates.

Duties: Consider matters pertaining to the Bylaws and Rules, and to make such recommendations as may arise therein in order to further the work of this Society.

Section 13.06-2. Judicial and Awards Committee. Composition: This Committee shall consist of five (5) members. Each member shall be appointed for a period of five (5) years. The term of office of one member shall expire at the close of each calendar year. A new member shall be appointed by the new President to begin his or her duties on the first day of the ensuing calendar year. Only Active members in good standing for a period of ten (10) years immediately prior to their appointment shall be appointed to this Committee. The Chair shall be selected by the Committee members.

In the event of a vacancy, the President shall appoint an Active member who has been in good standing for ten (10) years immediately prior to that member's appointment to complete the unexpired term.

Three (3) members of the Judicial and Awards Committee present at a formal meeting shall constitute a quorum, and final action taken by the Committee shall require a majority vote of the members present.

Duties:

- a) Shall confidentially consider all matters concerning the ethics, professional conduct and potential conflict of interest of members of this Society in accordance with Chapter XV of these Bylaws and report to the Board of Directors.
- b) To consider those anesthesiologists who have made outstanding contributions to the Society and/or the field of anesthesiology in New York State for the annual NYSSA Distinguished Service Award using the following criteria:

1. The recipient must be an anesthesiologist who has been an active member in good standing of the NYSSA for a minimum of ten (10) years.
 2. The recipient must have provided significant service to the NYSSA by playing an active role in anesthesia education and/or an active leaders role in the NYSSA.
 3. The award must not be given posthumously.
 4. NYSSA officers and serving members of the Judicial and Awards Committee shall not be eligible to receive the Distinguished Service Award. Names of candidates for the NYSSA Distinguished Service Award must be submitted to the Chair of the Judicial and Awards Committee by an Active, Honorary or Life member of the NYSSA at least 90 days prior to the annual meeting of the NYSSA. The Committee may recommend to the House of Delegates the name of one candidate. The name of the candidate shall not be disclosed until placed in nomination as the sole nominee before the House of Delegates. At this time the final selection shall be by secret ballot requiring a two-thirds majority of those present and voting.
- c) The Committee may, at the request of any member in good standing, consider making a nomination to the “Joseph P. Giffin Wall of Distinction” using the following criteria:
1. The recipient must be an anesthesiologist who has been an active member in good standing of the NYSSA for a minimum of 10 years.
 2. The recipient must have provided significant service to the NYSSA by playing an active role in anesthesia education and/or an active leaders role in the NYSSA.
 3. The Wall of Distinction award can only be conferred posthumously and is not required to be awarded annually.
 4. NYSSA officers and serving members of the Judicial and Awards Committee shall not be eligible to be nominated to the Joseph P. Giffin Wall of Distinction. Names of candidates to the Joseph P. Giffin Wall of Distinction must be submitted to the Chair of the Judicial and Awards Committee by an Active, Honorary or Life member of the NYSSA at least 90 days prior to the annual meeting of the NYSSA. The Committee may recommend to the House of Delegates the name of one candidate. The name of the candidate shall not be disclosed until placed in nomination as the sole nominee before the House of Delegates. At this time the final selection shall be by secret ballot requiring a two-thirds majority of those present and voting.
- d) At the direction of the Board of Directors, to consider all requests and make proposals when appropriate to the House of Delegates and/or the Board of Directors for all positions eligible for awards or honors, either local or national. In this regard, suggestions from all members of the Society, in addition to other sources, shall be considered.

Section 13.06-3. Committee on Annual Sessions. Composition:

- a) The General Chair shall be appointed by the President upon recommendation of the preceding General Chair and the preceding Executive Group of the Committee on Annual Sessions. He or she preferably shall have been a member

of the Committee on Annual Sessions for three (3) years.

- b) The Chair of the Scientific Programs shall be appointed by the President upon recommendation of the General Chair and the Executive Group. He or she preferably shall have been a member of the Committee on Annual Sessions for at least three (3) years. He or she shall recommend the appointment of such subcommittees and members necessary for the proper presentation of the scientific programs. At least three (3) of the members of this Committee shall have served on the retiring Committee.
- c) The Executive Group shall consist of the General Chair, the Scientific Programs Chair and Vice-Chair, the Local Arrangements Chair, the Business Manager, the President, the President Elect, the Vice-President, the Treasurer and ex-officio, the Secretary, the Chair of the Committee on Continuing Medical Education and Remediation, the Vice-Chair of the Committee on Academic Anesthesiology, and the Executive Director. The General Chair shall preside at its meetings at which all business pertinent to the PostGraduate Assembly shall be conducted. The Scientific Programs Chair shall preside in his or her absence.
- d) All other subcommittees of the Committee on Annual Sessions and their chairs shall be selected by the General Chair.

Duties: Plan and organize the Annual Session and PostGraduate Assembly. Such organization shall be completed at least forty-five (45) days prior to each Annual Session. Close liaison shall be maintained with the Public Education and Information Committee.

The Executive Director shall make all hotel arrangements necessary for the business and scientific meetings. This will include mailing of notices, registration, organization of rooms for business and scientific meetings, technical exhibits, and program printing.

Section 13.06-4. Committee on Continuing Medical Education and Remediation.

Composition: The Committee shall consist of a Chair, and at least one (1) other member from each NYSSA District. The Chair of the Committee on Annual Sessions, as well as all PGA scientific program, technical and commercial exhibit committee and sub-committee chairs shall be ex-officio members, and shall have full voting rights and privileges.

Duties: To coordinate the activities of the Society as they relate to education and remediation.

Section 13.06-5. Committee on Government and Legal Affairs. Composition: The Committee shall consist of a Chair and at least eight (8) members, preferably one being from each District of the NYSSA. The Chair of this committee shall serve as an ex-officio member of the Executive Committee, without voting privileges. The Chair of this committee shall also serve as an ex-officio member of the Committee on Economic Affairs.

Duties: Consider matters pertaining to the legal affairs of the Society in relation to the public and to other organizations. Also, to consider matters of pertinence to anesthesiologists arising in the State or Federal Legislatures. Advise and make reports and recommendations to the Executive Committee and to the Board of Directors in regard to these matters.

Section 13.06-6. Committee on Patient Safety and Quality Improvement. Composition: Eight (8) or more members, at least one (1) from each NYSSA District, and at least four (4) of whom shall have served on the retiring Committee. Only Active members, in good standing for a period of two (2) years shall be appointed.

Duties: To consider matters regarding quality management and peer review; to affect liaison and coordinate its functions whenever desirable and practicable with other agencies concerned with such matters; and to concern itself with, and emphasize, quality of patient care.

Section 13.06-7 Committee on Academic Anesthesiology. Composition: The Committee shall be comprised of the Chair and/or Residency Program Director of all New York State Anesthesiology Residency Programs. The Chair of the Committee on Academic Anesthesiology shall be a non-voting member of the Board of Directors of the NYSSA, and the Vice-Chair shall be a non-voting member of the Executive Committee of the PGA. The Resident and Fellow Section of the Society shall be a permanent subcommittee of the Committee on Academic Anesthesiology. The President of the Resident and Fellow Section shall also be a member of this Committee.

The Medical Student Program is a standing subcommittee of the committee on Academic Anesthesiology. The subcommittee chair will report to the Academic Anesthesiology Chair and Committee.

Duties: To consider matters particular to the Academic practice of Anesthesiology as they relate to the Society's Mission, Goals and Objectives and to serve as a resource for the Society's Officers and Board of Directors in issues regarding Academic Anesthesiology.

The Sub-Committee on the Resident and Fellow Section shall consist of at least three (3) or more members, preferably actively involved in Resident training, and shall serve as liaison and support for the Resident and Fellow Section (Refer to Chapter IV of the Bylaws).

Section 13.06-8 Committee on Pain Management. Composition: The Committee shall be comprised of a Chair and at least 8 members, one from each NYSSA District.

Duties: To consider issues and matters related to the specialty and practice of pain management.

Section 13.06-9 Committee on Critical Care Medicine. Composition: The Committee shall be comprised of a Chair and at least 8 members, one from each NYSSA District.

Duties: To consider issues and matters related to the specialty and practice of critical care medicine.

Section 13.06-10 Committee on Retirement . Composition: The Committee shall consist of a Chair and at least three (3) members and up to eight (8) members, preferably one being from each District of the NYSSA

Duties: To advance and promote the issues of interest to the retired membership of the NYSSA.

Section 13.06-11 Committee on Communications. Composition: The Committee on Communications shall consist of a Chair, two (2) Vice Chairs, one [(1) Vice Chair for State Fair Activities and one (1) Vice Chair for Internal Communications], and at least eight (8) members, including one from each NYSSA district.

Duties: To combine the duties and responsibilities of the former Public Education and Information, Editorial Board, and Electronic Communications Committees. The Committee on Communications will be charged with evaluating and implementing the NYSSA's communication content and methods both internally and externally in a manner consistent with the Society's Mission Statement and Organizational Values.

Section 13.06-12 Committee on Economic Affairs. Composition: The Committee shall consist of a Chair and at least three (3) members, up to eight (8) members, preferably one being from each District of the NYSSA. The Chair of this committee shall also serve as an ex-officio member of the Committee on Government and Legal Affairs. The NYSSA representatives to the CAC [Carrier Advisory Committee for the Centers for Medicare and Medicaid Services (CMS)] shall serve as ex-officio members of this committee. Preference may be given to Society members who have a special expertise in the field of economics as it relates to the practice of anesthesiology, in either the academic or non-academic areas.

Duties: To consider matters affecting the economic status of the practice of anesthesiology as well as matters pertaining to the economic affairs of the Society in relation to the public, to other organizations and to its members. Also to consider matters of pertinence to anesthesiologists which arise in the State or Federal Legislatures. Advise and make reports and recommendations to the Executive Committee and to the Board of Directors in regard to these matters.

Section 13.06-13. Committee on Investments. Composition: The Standing Committee on Investments shall consist of the NYSSA Treasurer (who shall serve as Chair of the Committee), Assistant Treasurer and the Executive Director of NYSSA (each ex officio) together with two (2) Board members appointed by the President and the Executive Director of NYSSA (as a non-Board member).

Duties: The Committee, acting within the scope of the Investment Policy established by the Board of Directors, shall have charge of overseeing and communicating with the investment managers, who in turn will invest funds of the NYSSA, including the power to effect purchases, sales, or exchanges of securities and other investment assets of

the NYSSA. Subject to NYSSA Board of Directors approval, the Committee shall select and appoint outside investment manager(s) to purchase, sell, transfer, and/or exchange securities within guidelines established by the Committee. The Committee shall meet at annually and each meeting shall include a review of investments. The presence of three Board members shall constitute a quorum. The Committee shall cause a written report to be prepared and submitted the Board of Directors annually at the June Board meeting.

Section 13.06-14. Committee on Future Practice Models. Composition: The Committee on Future Practice Models shall consist of at least one (1) member from each District of the NYSSA and a Chair. The Immediate Past President of the NYSSA shall also serve on the committee.

Duties: Committee on Future Practice Models is charged with evaluating and distributing to the Society information and recommendations on the issues surrounding the various practice models that are in existence. The Committee is expected to suggest options and guide the Society and its members in various responses and solutions to changes in the healthcare environment and its relationship to the practice of anesthesiology.

Section 13.06-15. Committee on Women Physicians. Composition: The Committee on Women Physicians shall consist of a Chair, and at least 8 members, preferably one from each NYSSA District.

Duties: To educate, empower, and engage women physicians in the field of Anesthesiology, in order to advance the careers of women physicians and recruit future generations for our specialty. The committee's goals are to enable its members to advance, collaborate, lead and seek equal opportunities in the practice of Anesthesiology.

Section 13.06-16. Committee on Professional Diversity. Composition: The Committee on Professional Diversity shall consist of a Chair, and at least 8 members, preferably one from each NYSSA District.

Duties: To consider issues and matters related to professional development, career satisfaction, well-being and inclusion of members of diverse backgrounds. The Committee is also charged with addressing health care disparities, as they pertain to the specialty of anesthesiology.

SPECIAL COMMITTEES

Section 13.07. The Special Committees of this Society are those appointed by the President for specific purposes during his or her term of office; however, they shall not receive assignments that conflict with or duplicate the functions of any Standing Committee.

CHAPTER XIV

Indemnification

CIRCUMSTANCES

Section 14.01. Subject to the limitations set forth below under Section 14.04, The New York State Society of Anesthesiologists, Inc. (the "Corporation") may indemnify, for damages awarded or reasonable attorney fees incurred, any person made, or threatened to be made, a party to an action or proceeding, whether civil, administrative, or investigative, by reason of the fact that such person is, or was, a director, officer, committee member, or employee of the Corporation. To qualify for indemnification, such a person must have acted with due diligence and in good faith for a purpose which such person reasonable believed to be in the best interests of the Society, and such person may have had no reasonable cause to believe that such action was unlawful.

PROCEDURE

Section 14.02. Unless ordered by a court, indemnification shall be made as authorized in a specific case upon a determination that indemnification of the director, officer, committee member, or employee is proper in the circumstances because such person has met the standard of conduct set forth in Section 14.01. Such determination shall be made by the Executive Committee. No member of the Executive Committee shall participate in the determination who is a party to such action or threatened action or proceeding. Expenses incurred in defending a civil or criminal action or proceeding may be paid by the Corporation in advance of the final disposition of such action or proceeding if authorized pursuant to the provisions of this Section 14.02.

CONTINUATION OF RIGHT

Section 14.03. The right of indemnification set forth in Section 14.01 shall continue as to a person who was a director, officer, committee member, or employee at the time of the occurrence of the actions or conduct for which the indemnification is sought, even if the person thereafter ceases to hold that position or employment.

NOTICE

Section 14.04. If any expenses or other amounts are paid by way of indemnification pursuant to Section 14.01 other than by court order, the Executive Committee shall notify the Board of Directors specifying the persons paid, the amounts paid, and the nature and status at the time of such payment of the litigation or threatened litigation.

LIMITATION OF INDEMNIFICATION

Section 14.05. The Corporation's entire obligation for any claim of indemnification under this Chapter or otherwise, notwithstanding anything to the contrary herein, shall be limited to the amount of proceeds (less Corporation's expenses) actually paid to the Corporation, for that claim arising under, or covered by, this Chapter, by the Corporation's Insurance Carrier in accordance with the terms, conditions, and exclusions of the Directors and Officers Liability Insurance Policy or related insurance policies. In no event shall the Corporation's liability under this Chapter, for any year, be in excess of the amount of insurance proceeds paid to the Corporation for claims made in relation to such liability.

CHAPTER XV

Medical Ethics

MEDICAL ETHICS

Section 15.01. The Principles of Medical Ethics of the American Medical Association or of any statement of principle or policy by this Society or by The American Society of Anesthesiologists, Inc., as the same may be amended from time to time, or of any bylaw, rule, regulation or resolution of this Society or of The American Society of Anesthesiologists, Inc., shall be binding upon the membership of this Society. In the event of any contradiction among these various principles, those of this Society shall take precedence and then those of the American Society of Anesthesiologists, Inc., shall take next precedence.

CHAPTER XVI

Executive Office

PURPOSE

Section 16.01. The Executive Office is the official headquarters and business office of this Society.

LOCATION

Section 16.02. The executive office of this Society shall be located in a place provided by the NYSSA Board of Directors.

EXECUTIVE DIRECTOR

Section 16.03. The Executive Director shall be a full-time employee of this Society, employed by and under the direction and supervision of the Board of Directors.

Section 16.03-1. Duties. The Executive Director shall act as general administrative officer and business manager of this Society; supervise and be responsible for the functions of the Executive Office of this Society, and attend the Annual Sessions of this Society and that of The American Society of Anesthesiologists, Inc., and the meetings of the Executive Committee and the Board of Directors.

Section 16.03-2. Report. The Executive Director shall submit a report annually to the Board of Directors outlining the accomplishments of the Executive Office.

Section 16.03-3. Administrative Procedures. The Executive Director shall maintain a set of working Administrative Procedures of the Society which do not warrant inclusion in the Bylaws. These Procedures may be promulgated or changed by the Executive Committee, Board of Directors or House of Delegates. They shall implement the Bylaws; and shall not be in conflict with the Bylaws.

RETIREMENT PLAN

Section 16.04. The Society shall maintain a retirement plan to be known as The New York State of Anesthesiologists, Inc., Employees Retirement Plan.

Section 16.04-1. Trustees. The Employees Retirement Plan shall be administered on behalf of the Society by three (3) Trustees.

- a) Each Trustee shall be a voting member of this Society in good standing for at least five (5) years and shall serve without compensation.
- b) The Trustees shall be elected to this office by the House of Delegates of The New York State Society of Anesthesiologists, Inc. At each Annual Session of the House of Delegates, one (1) Trustee shall be elected for a term of three (3) years. In the event of a vacancy in the office of a Trustee, the Board of Directors shall appoint a successor to fill such vacancy until the next Annual Session of the House of Delegates at which time the House of Delegates shall elect a successor for the unexpired term.
- c) A Trustee may be removed by the Society, acting through its Board of Directors or House of Delegates, at any time after thirty (30) days' written notice and may resign at any time after thirty (30) days' notice.

CHAPTER XVII

Funds and Expenditures

FUNDS

Section 17.01. Funds of this Society shall be raised by an annual per capita assessment on each class of membership as provided elsewhere in these Bylaws. The amount of assessment shall be established in the manner provided in these Bylaws.

Funds may also be derived by voluntary contributions, from bequests, patents and copyrights, by income from this Society's publications and in any other manner approved by the Board of Directors.

EXPENDITURES

Section 17.02. Funds may be appropriated by the House of Delegates at the Annual Sessions and by the Board of Directors to defray the expenses of this Society and for such other purposes as will promote the welfare of anesthesiology.

CHAPTER XVIII

Seal

The Society shall have an official Seal which shall at all times remain in the custody of the Secretary.

CHAPTER XIX

Rules of Order

The deliberations of this Society shall be governed by parliamentary usage as contained in the most recent Edition of the American Institute of Parliamentarians "Standard Code of Parliamentary Procedure" when not in conflict with these Bylaws.

CHAPTER XX

Referendum

INITIATION

Section 20.01. The House of Delegates or the Board of Directors may by a two-thirds (2/3rds) vote of the members present and voting at a meeting thereof, order a general referendum on any question pending before those bodies.

VOTING PROCEDURE

Section 20.02. The question shall then be submitted to the voting members of this Society who may vote by mail. A valid referendum shall require a vote by at least one-third (1/3rd) of the members eligible to vote, and a majority vote of the members voting shall determine the question. The voting shall be considered completed at the end of thirty (30) days from the day the question of the referendum is deposited in a United States Post Office.

CHAPTER XXI

Amendments

METHOD

Section 21.01. These Bylaws may be amended by the House of Delegates at an Annual Session or at a Special Session called for that purpose as follows:

Section 21.01-1. Introduction. Proposed amendments may be introduced for a First Reading to the House of Delegates at an Annual Session or at a Special Session called for that purpose. Amendments may be introduced by any voting member of the House of Delegates or by any Committee of the Society by way of its report, and shall be referred to a Reference Committee.

Section 21.01-2. Alterations. At its Second Session, the House of Delegates may alter the proposed amendment in any manner by a majority vote of those present and voting and the final form shall constitute the amendment approved for a First Reading.

Section 21.01-3. First Reading. This First Reading is to be included in the next annual report of the Committee on Bylaws and Rules.

Section 21.01-4. Action. The proposed amendment shall be introduced for final action at the next Annual Session or at a Special Session called for that purpose.

Section 21.01-5. Additional Alterations. The House of Delegates may alter the form of the First Reading in any manner not exceeding the original intent by a majority vote of those present and voting. If a proposed alteration is challenged, the House of Delegates may overrule the challenge by a three-fourths (3/4ths) majority of those present and voting.

Section 21.01-6. Vote. A two-thirds (2/3rds) majority vote of those present and voting in the House of Delegates is necessary to amend these Bylaws under this section.

IMMEDIATE ACTION

Section 21.02. On the recommendation of the Board of Directors, these Bylaws may be amended by the House of Delegates at the Annual Session or Special Session called for that purpose at which the amendment is first introduced, provided the amendment is approved by a three-fourths (3/4ths) majority of those present and voting.

CHAPTER XXII

Electronic Meetings

PURPOSE

Discussions and development of decisions for the business of the Society may be conducted and voted upon through electronic means, including, but not limited to, telephone, videoconferencing and Internet communications. Participation by such means shall constitute presence in person at a meeting. For meetings of the Board, of Directors, House of Delegates, or Committees, so long as all persons participating in the meeting can hear each other at the same time, and each Director of the Board and / or House of Delegates member and / or committee member can participate in all matters before the Board, the House of Delegates, or a committee including, without limitation, the ability to propose, object to, and vote upon a specific action to be taken by the Board, the House of Delegates, or committee. In the event such a meeting is to be held, the Board shall establish the procedures for the conduct thereof including, without limitation, the procedures for voting. Attendance and/or participation in the Annual Meeting of the House of 41 Delegates through any and all forms of electronic communication are hereby prohibited - unless approved by a vote of $\frac{3}{4}$ of the board. Such approval shall only apply to the current year's annual meeting.