

**By-Laws**  
**of**  
**Mississippi Sleep Society**

*(As ratified by the MSS membership on July 31, 2009)*

**Article I Name**

This organization shall be known as the Mississippi Sleep Society, hereinafter referred to as the MSS, organized as a 501(c) (6) corporation.

**Article II Purposes and Goals**

The MSS has been organized to promote and advance the mutual interests of its members in the field of Sleep Medicine and specifically:

- A. To establish, update, and maintain defined pathways in education and professional standards for those persons working as technologists in the field of Sleep Medicine.
- B. To advance the science, technology, ethics, and art of Sleep Medicine through meetings, lectures, and the use of the internet for the dissemination of information.
- C. To facilitate cooperation, education, and understanding between sleep medicine professionals and medical professions, allied health professions, government organizations, and other agencies within the State of Mississippi.
- D. To increase public awareness of Sleep Disorders Medicine.
- E. To uphold and support both the patient and the public trust in polysomnographic technology related to Sleep Disorders Medicine.

**Article III Earnings and Activities**

- A. No part of the net earnings of the MSS shall inure to the benefit of its officers, directors, members, or any private individual. Notwithstanding any other provision of these By-Laws, the MSS shall not carry on any activity not permitted to be carried on by a corporation exempt from Federal income Tax under Section 501 (c) 6 of the Internal Revenue Service, Department of the Treasury.
- B. In the event of the dissolution of the MSS, whether voluntary or involuntary, all its remaining assets shall be distributed in such a manner as the Board of Directors of MSS shall by majority vote determine to be the best calculated to carry out the objectives and purpose for which the MSS is formed. The distribution of the funds,

income, and property of the MSS upon dissolution may be made available to any similar charitable, educational, scientific, or religious corporations, organizations, community chests, foundations, or other kindred institutions maintained and created for one or more of the foregoing purposes, if at the time of distribution the payee or distribute are then exempt from income taxation under the provisions of sections 501, 2055, 2522 of the Internal Revenue Code, or later or other sections of the Internal Revenue Code or changes which amend or supersede the said sections.

- C. Neither MSS, nor any of its members, shall commit any act which shall constitute the unauthorized practice of medicine under the laws of the State of Mississippi.

## **Article IV Fiscal Year**

The fiscal year of the MSS shall run from January 1 through December 31.

## **Article V Membership**

### *Section 1. Classes*

Membership is open to all interested parties. There shall be only one class of member: Active. Active members shall be defined as any member with currently paid dues. Each active member shall be entitled to one (1) vote on each matter submitted for a vote of members.

### *Section 2. Eligibility*

Any individual is eligible to apply for membership in the MSS as long as that individual either lives or whose primary place of employment is within the defined boundaries of the State of Mississippi. Although everyone interested in Sleep Medicine is encouraged to join the MSS, the Board of Directors will reserve the right to refuse an application for membership.

### *Section 3. Prerequisites for Membership*

Each application for membership shall be reviewed and either approved or rejected by the Board of Directors. All members shall be bound by the By-Laws, and other rules and regulations, policies, and procedures adopted from time to time by the MSS.

## **Article VI Officers and Board of Directors**

### *Section 1. Officers*

The officers of the MSS shall be as follows: President, Immediate Past President, Vice President, Secretary, and Treasurer. The President and Vice President shall have achieved the title of RPSGT by successful completion of the BRPT exam prior to election to office.

### *Section 2. Board of Directors*

The Board of Directors shall consist of the above named officers plus thirteen (13) Directors elected from the general membership in the following classifications:

Two (2) Directors from each of the three regions of the state (North, Central, South-these divisions to follow the standard recognized lines by other entities), Three (3) Physicians (these should be from among the state's physicians with recognized interest in Sleep Medicine), and Four (4) Directors from among representatives of the state's DME Companies, Equipment Manufacturers, Lab Owners, Educators, etc. with recognized interest in Sleep Medicine.

### *Section 3. Terms of Office*

The term of office for officers and Board of Directors shall be for two (2) years. The term of office shall begin on January 1. (This first elected term will be extended from January 1, 2010-January 1, 2012, in addition to the remainder of 2009.) No officer may serve consecutive terms. However, any officer may serve as many nonconsecutive terms as desired. The members of the Board of Directors may serve only one (1) consecutive term. They may serve additional nonconsecutive terms if desired.

### *Section 4. Vacancies in Office*

- a. In the event of a vacancy in the office of President, the Vice President shall become Acting President to serve out the remaining term of office. There will be an immediate called meeting of the Board of Directors to name a Vice President from among the general membership to serve out the remaining term. This person must meet the same qualification as an elected officer. These terms will not count toward the consecutive term limitation of the office of President or Vice President.
- b. In the event of a vacancy in the office of Vice President, the Immediate Past President will fill out the remaining term. No one need be appointed to fulfill the office of Immediate Past President.
- c. In the event of a vacancy in the office of Secretary or Treasurer, there shall be an immediate called meeting of the Board of Directors to seek a member from the general membership to fill the vacant office.

- d. In the event of a vacancy in the Board of Directors (director at large), that position shall be left vacant until the next regular election. If there are more than two (2) directorships vacant within a fiscal year, then an immediate meeting of the remaining members of the Board of Directors shall appoint from among the general membership, appropriately qualified members to fulfill the remaining terms of the vacant seats.

#### *Section 5. Duties of Officers*

- a. President

The President shall be the chief executive officer of MSS, who shall preside at the annual business meeting and all meetings of the Board of Directors; prepare an agenda for the annual business meeting and submit to the membership thirty (30) days prior to the annual business meeting; appoint standing and special committees subject to the approval of the Board of Directors; be an ex-officio member of all committees except the Election Committee; and present to the Board of Directors and membership an annual report of MSS's activities. The President shall appoint liaisons to other organizations as deemed necessary.

- b. Vice President

The Vice President shall perform such duties as shall be assigned by the President and Board of Directors. In the event of a vacancy in the office of President, the Vice President shall then assume the duties and the office of President for the remainder of the term.

- c. Secretary

The Secretary shall have charge of keeping the minutes of the Board of Directors, regular business meetings and the annual business meeting, submitting a copy of the minutes of every meeting of the governing board and other business of the MSS, and in general, performing all duties as from time to time shall be assigned by the President and the Board of Directors.

- d. Treasurer

The Treasurer shall have charge of all funds and securities of the MSS: endorsing checks, notes, or other orders for the payment of bills; disbursing funds as authorized by the Board of Directors and/or in accordance with the accepted budget; depositing funds as the Board of Directors may designate. The Treasurer shall assure an annual audit of the accounts. The Treasurer shall see that the full and accurate accounts are kept, submit quarterly financial reports, including original trial balances, and maintain complete records of expenses of MSS. The Treasurer shall be bonded in the amount determined by the Board of Directors. The Treasurer shall be responsible for filing all necessary state and federal tax forms.

- e. Immediate Past President

The Immediate Past President shall advise and consult with the President and shall perform such duties as shall be assigned by the President or the Board of Directors.

## *Section 6. Duties of Board of Directors*

### a. Composition and Powers

The executive government of the MSS shall be vested in a Board consisting of the Officers: President, Vice President, Immediate Past President, Secretary, Treasurer, and thirteen (13) Directors. The President shall be Chairman and presiding officer of the Board of Directors and the Executive Committee. The President shall invite in writing such individuals to the meeting of the Board as the President shall deem necessary, with the privilege to voice but not vote. Liaisons to other organizations will be asked to attend and report to the Board of Directors.

### b. Duties

Supervise all business and activities of the MSS within the limitations of these By-Laws. Adopt and rescind standing rules of MSS.

### c. Vacancies

Any vacancy that occurs on the Board of Directors shall be filled in accordance with Article VI, Section 4d of these By-Laws.

### d. Meetings

1. The Board of Directors shall meet immediately preceding and following the annual business meeting of the MSS and shall hold at least two (2) regular and separate meetings during the calendar year.
2. Special meetings of the Board of Directors shall be called by the presiding officer at such times as the business of MSS shall require, or upon written request of four (4) members of the Board filed with the President and the Secretary.
3. The presence of at least ten (10) members of the Board of Directors at any meeting shall constitute a quorum.

## **Article VII Annual Business Meeting**

### *Section 1. Date and Place*

MSS shall hold an annual business meeting each year, additional meetings may be held as required to fulfill the objectives of MSS. The date and place of the annual business meeting shall be decided in advance by the presiding officer.

### *Section 2. Purpose*

The annual business meeting shall be for the purpose of receiving reports of officers and committees, the results of the election, and for other business brought by the President. Additional business meetings may be for the purpose of receiving reports and other business brought by the President.

### *Section 3. Notification*

Written notice of the time and place of the annual meeting shall be sent to all members of MSS not fewer than thirty (30) days prior to the meeting.

### *Section 4. Quorum*

A majority of the voting members registered at a duly called meeting shall constitute a quorum.

## **Article VIII Elections**

### *Section 1. Committee*

The Board of Directors shall appoint an impartial Elections Committee each year, at least sixty (60) days prior to the annual business meeting to present a slate of nominees to the Board of Directors at least thirty (30) days prior to the annual business meeting.

### *Section 2. Nominations*

The Elections Committee shall place in nomination at least two (2) names for each office in question. Only Active Members in good standing are eligible for nomination as well as specific requirements for certain offices. Before submitting nominees to the Board of Directors, it shall be the responsibility of the Elections Committee to contact each proposed nominee to ascertain their desire to serve if elected. The Elections Committee shall provide a pertinent biographical sketch of each nominee's professional activities and services to the organization, all of which should be a part of the ballot.

### *Section 3. Ballot*

The Election Committee's slate and biographical sketches shall be sent to every Active member in good standing, and eligible to vote, at least fourteen (14) days prior to the annual business meeting.

### *Section 4. Voting*

Voting shall be conducted by secret ballot within the first thirty (30) minutes of the annual business meeting. The Elections Committee shall check the eligibility of each ballot and tally the vote by the end of the business meeting. The announcement of the election results will be the last order of business of the annual business meeting.

## **Article IX Committees**

### *Section 1. Standing Committees*

There shall be the following standing committees to assist in the operation of the MSS: Elections, Budget, Education, Judicial, By-Laws, and Web Development. The Chairpersons of these committees shall be appointed by the President to serve a term of two (2) years.

### *Section 2. Special Committees and other Appointments*

Special committees may be appointed by the President in order to address specific short-term needs of MSS.

### *Section 3. Committee Chairperson Duties*

The Chairperson shall recommend committee members to the President. When possible, the past Chairperson of that committee shall serve as a member of that committee. The Chairperson of each committee shall confer promptly with each member of that committee on work assignments. All committee reports shall be made in writing and submitted to the President and Secretary of MSS at least ten (10) days prior to the meeting at which the report is to be read. Non-members of the MSS may be appointed as consultants to the committees. The Board of Directors must approve any such appointments. Each Committee Chairperson requiring operational expenses shall submit a budget for the next fiscal year to the Budget Committee.

## **Article X Duties of Committees**

### *Section 1. Elections Committee*

This committee shall prepare a slate of nominees for all elections. It shall be the committee's responsibility to contact each proposed nominee and ascertain their desire to serve if elected. This must be verified by written means prior to the placement of the individual's name on the ballot. The committee shall prepare, receive, verify, and count all ballots for elections. The Chairperson shall announce the winners' of the elections as the last order of business at the annual business meeting. The Elections Committee shall be comprised of at least four (4) members.

### *Section 2. Budget Committee*

This committee shall prepare the annual budget for the MSS each year. The Treasurer shall be the Chairperson of this committee. In addition, there will be at least three (3) other members. Any Committee needing operational expenses for the year must submit and gain approval of a budget.

### *Section 3. Education Committee*

This committee shall consist of at least three (3) members, one of whom will be a member of the Board of Directors, who provides experience in the planning and implementation of all committee activities. The function of this committee is to ensure the availability and quality of continuing education offered by the MSS. This committee will also address public relation issues as assigned by the Board of Directors. Other assignments may include the preparation of

exhibits, programs, and other items to bring the word of MSS to medical, nursing, and other groups as well as educational facilities where such material can be expected to recruit new people to the field of Sleep Medicine.

#### *Section 4. Judicial Committee*

This committee shall consist of at least four (4) members from the Board of Directors or previous MSS Officers, one of whom shall be the current President of the MSS. This committee shall review formal, written, complaints against any individual MSS member charged with any violation of MSS By-Laws or otherwise any conduct deemed detrimental to the MSS.

#### *Section 5. By-Laws Committee*

This committee shall consist of at least three (3) members. This committee shall review and prepare all amendments to these By-Laws for submission to the Board of Directors. This committee may also initiate such amendments for consideration.

#### *Section 6. Web Development Committee*

This committee shall consist of at least four (4) members, one of which will be a member of the Board of Directors. This committee shall concern itself with the development of the MSS website and any other items requiring dissemination of information to the MSS membership. This committee shall maintain such liaison as has been established by the Board of Directors with other organizations where such activities may be of interest to the members of MSS.

### **Article XI Parliamentary Authority**

The rules contained in the current edition of Robert's Rules of Order, revised, shall govern whenever they are not in conflict with the By-Laws of the MSS.

### **Article XII Amendments**

These By-Laws may be amended at any regular or called meeting or by vote of MSS by a two-thirds (2/3) majority of those voting, providing that the amendment has been presented to the membership in writing at least thirty (30) days prior to the vote. All amendments must be approved by the By-Laws Committee and shall become effective upon ratification by the Board of Directors.