

**BYLAWS OF THE
SOCIETY FOR EDUCATION IN ANESTHESIA**
Revised November 2021

ARTICLE I – NAME

The name of the organization (hereinafter referred to as the “Society”) shall be the Society for Education in Anesthesia.

ARTICLE II – PURPOSE

The purpose of the Society is:

1. To provide a forum for discussion of matters relating to anesthesia education.
2. To stimulate improvements in anesthesia education.
3. To encourage research in anesthesia education.
4. To collect and disseminate information relating to anesthesia education.
5. To cooperate with other organizations in matters relating to anesthesia education.
6. To strive towards justice, equity, equality, diversity, and inclusion in anesthesia education.

ARTICLE III – MEMBERSHIP

Section 1 Any person with a medical degree (MD, DO, or equivalent degree) may be an active member after receipt of annual dues. Any other person with a demonstrated interest in anesthesia-related education of medical students, residents, fellows and physician anesthesiologists may apply for associate membership. Associate members in good standing for three consecutive years and a record of current service to the Society may apply for, and be admitted to, active membership, with the approval of the Membership Committee and Board of Directors.

Section 2 All active members may vote and hold office, with the exception of associate members, medical students, residents, emeritus, and honorary members.

Section 3 Membership dues shall be determined by the Board of Directors.

Section 4 Dues shall be payable annually in advance at the start of the fiscal year. Those who have not paid their dues by March 1 shall be notified that they are delinquent and that their names will be dropped from the membership roster within thirty (30) days. Members shall be reinstated upon payment of dues.

Section 5 Members may be expelled for (1) failure to abide by the provisions of these bylaws or (2) persistent disruption of the general or committee meetings of this Society. Expulsion of a member shall be determined by an affirmative vote of the Board of Directors after a hearing at which the member in question may be present. Restoration of membership after expulsion may be given only by an affirmative vote of the Board of Directors, after application by the expelled person.

Section 6 For purposes of transacting business during a business meeting a quorum shall consist of the majority of Officers and at least 20 active members.

Section 7 Any member may resign from the Society by giving notice to the Board of Directors in writing or by fax, e-mail, or other electronic media. Resignation shall take effect at the time of acceptance by the Board. Membership dues will not be refunded.

Section 8 Any active member who has been an active member for ten continuous years and is retired may request a change in status from "Active Member" to "Emeritus Member." This may be done by giving notice to the Board of Directors in writing or by fax, e-mail, or other electronic media. Approval shall be by separate majority votes of both the Membership Committee and the Board of Directors. Any active member who has rendered conspicuous and outstanding service to the Society, or a person who has obtained prominence and rendered significant advancement in anesthesia education, may be elected to “Honorary Membership” if previously recommended for such membership by the Board of Directors, and provided the person received a majority vote of the voting members present at an

Annual Meeting. "Emeritus Members" and "Honorary Members" shall not pay dues nor hold office, but shall have all other rights and privileges of associate members.

ARTICLE IV – OFFICERS

- Section 1** The Officers of the Society shall be: President, Vice President/President-Elect, Treasurer and Secretary.
- Section 2** All Officers and committee chairs shall be active members of the Society.
- Section 3** All Officers shall be elected for a two-year term as outlined in ARTICLE VI – MEETINGS AND ELECTIONS. Terms of office shall begin at the end of the election process. No Officer may serve more than three consecutive terms in any one office.
- Section 4** Any Officer may be removed, with or without cause, by an affirmative vote of two thirds of the Board of Directors after a hearing at which the Officer in question may be present.
- Section 5** Any Officer may resign by giving formal notice to the Board of Directors in writing or by fax, e-mail, or other electronic media. Resignation shall take effect on the date of acceptance by the Board of Directors. Acceptance shall be by an affirmative vote of the Board of Directors.
- Section 6** A vacancy in the office of the President shall be filled for the unexpired term by the Vice President/President-Elect. A vacancy in any other office shall be filled for the unexpired term by a Society member selected by the Board of Directors then in office.
- Section 7** The President shall be the Chief Administrative Officer of the Society, Chairperson of the Board of Directors, ex-officio member of all other committees and Chairperson of the business meetings of the Society. The President shall cast the deciding vote in the event of a tie at any meetings of the Society. The President shall have all power and duties as are conferred upon them by the Bylaws and shall perform such other duties as may be assigned by the Board of Directors and outlined in the Society's policies and procedures manual.
- Section 8** The President serves only one two-year term. The Vice President/President-Elect is elected by the general membership to serve in this capacity for two years before becoming President. The Vice President/President-Elect shall assume the duties of the President if the President is absent or unable to perform the duties of the office.
- Section 9** The Vice President/President-Elect shall become familiar with the current issues in the Society and the people doing its work. Other duties may be assigned by the Board of Directors and outlined in the Society's policies and procedures manual.
- Section 10** The Secretary shall ensure that a record of official business meetings of the Society and of the Board of Directors is kept and will ascertain that all other documents and records required by law, are maintained and are available for inspection by any member of the Society. Further there shall be maintained a register of names and addresses of all members. Further, the Secretary shall perform such other duties as may be assigned by the Board of Directors and outlined in the Society's policies and procedures manual.
- Section 11** The Treasurer shall be the General Financial Officer of the Society, shall keep full and accurate accounts of all receipts and disbursements, and shall ensure the deposit of all monies and other valuables in the name of and to the credit of the Society in such depositories as may be directed by a majority vote of the Board of Directors. The Treasurer shall make available for inspection by any member all financial records of the Society and shall perform such other duties as may be assigned by the Board of Directors and outlined in the Society's policies and procedures manual.

Section 12 The President, an Officer of the Society or an Executive Director/Association Manager with approval of the President shall sign any contracts with other organizations or persons.

Section 13 There may be an Executive Director/Association Manager appointed to act on behalf of the Society and assist the Officers in performing their duties. The Executive Director/Association Manager shall be appointed and may be removed from office by the Board of Directors. Except as stated in this section, the Executive Director/Association Manager is not an Officer of the Society.

ARTICLE V – COMMITTEES

Section 1 Board of Directors

The Board of Directors shall act on behalf of this Society on matters pertaining to the purposes of the Society and shall prepare the annual budget. The Board may appoint ad hoc committees to further its purposes. The Vice President/President-Elect, after Board approval, is authorized to form, direct, and terminate ad hoc committees and to appoint or replace ad hoc committee chairpersons. Ad hoc committee chairpersons will recommend to the Vice President/President-Elect an appropriate number of individuals for committee membership who will be appointed formally by the Vice President/President-Elect on an annual basis. Members of ad hoc committees will be appointed formally by the Vice President/President-Elect annually. The chairperson of the ad hoc committee will appoint a member of the committee to serve as vice-chairperson (designee chair), with the approval of the Vice President/President-Elect. The Board shall consist of the President, Vice-President/President-Elect, Secretary, Treasurer, Immediate Past-President, the Editor-in-Chief of JEPM, six Directors. Directors shall be elected for a term of two years; three directors being elected each year. Directors may be elected for a maximum of three consecutive terms, not including filling an unexpired term.

Section 2 Bylaws Committee

The Bylaws Committee shall consist of at least three members and shall prepare or recommend amendments to the Bylaws to maintain the purposes of the Society. Members shall be appointed by the Board of Directors for staggered two-year terms and may be reappointed. The chairperson shall be the Immediate Past-President.

Section 3 Nominating Committee

The Nominating Committee will be composed of the Immediate Past-President, President, and Vice-President/President-Elect. The Immediate Past-President will serve as the chair of the committee. The Nominating Committee will follow the procedures as outlined in ARTICLE VI – MEETINGS AND ELECTIONS.

Section 4 Standing and Ad Hoc Committees

The Vice President/President-Elect shall be responsible for liaison with the standing and ad hoc committees of the Society. The Standing Committees are: Bylaws, Nominating, Membership, Educational Meetings; Research; Finance and Publications. Additional Standing Committees may be created and outlined in the Society's policies and procedures manual. The committee liaison will ensure continuity of committees by seeking appropriate individuals for committee appointments and shall encourage nominations, with a focus on diversity. Self-nomination by Society members is highly encouraged. Committee chairs and members are appointed.

Section 5 Committee on Finance

The Committee on Finance shall study and recommend means of strengthening the financial status of the Society, make recommendations concerning investment of Society funds, and assist the Treasurer in the preparation of the annual budget, which shall be submitted by the Treasurer to the Board of Directors at the Fall meeting of the Board of Directors, prior to the beginning of each fiscal year, or at such other time as the Board of

Directors may direct. The Committee from time to time will review, update and present to the Board of Directors an investment policy that will allocate the investment of the Society's endowment in stocks, bonds, cash and strategic investments in order to maximize gain and to minimize risk. The Board of Directors will retain the ultimate authority to determine the Society's investment strategy.

Section 6 Resignation from Committees

Any member may resign from a committee by giving written notice to the Board of Directors. Resignation shall take effect at the time of acceptance by the Board. Upon recommendation by the chairperson of the committee the Vice President/President-Elect may terminate a committee member's appointment for lack of participation as outlined in the Society's policies and procedures manual.

Section 7 Journal of Education in Perioperative Medicine (JEPM)

The Board of Directors shall appoint the Editor-in-Chief of JEPM who will serve a term of five years. The Editor-in-Chief of JEPM shall be a member of the SEA Board. The Editor-in-Chief will, in turn, appoint Associate Editors for three-year terms, as required. The Editor-in-Chief (with Associate Editors) will publish the electronic journal of SEA and negotiate relationships on behalf of SEA with other related organizations. All negotiated arrangements with organizations external to SEA require SEA Board approval.

ARTICLE VI – MEETINGS AND ELECTIONS

Section 1

There shall be at least one business meeting per year open to the entire membership at a place chosen by the Board of Directors. In the event a physical meeting cannot be held, the meeting may be held by an alternative method, as approved by the Board of Directors. Members shall be notified of the date, time, place, and, if necessary, alternative method of the business meeting at least 30 days prior to the meeting. There shall be at least one educational meeting per year at a place and time chosen by the Board of Directors. At the discretion of the Board of Directors, a business meeting may be scheduled to occur during the educational meeting. If such a meeting is scheduled, members shall be notified of the date, time, and place of the meeting at least 30 days prior to the meeting. Special meetings may be called by the Board of Directors.

Section 2

An election will be held each year to select the Directors and Officers (Secretary, Treasurer, Vice-President/President-Elect) scheduled for election in that year. The Nominating Committee (ARTICLE V, Section 3) is responsible for proposing at least one qualified member for each position scheduled for selection at the next election, including any vacant positions.

Section 3

If a business meeting is held between January 1 and June 30 in conjunction with an educational meeting, the Chair of the Nominating Committee will inform the members present at the business meeting of the list of nominees and then call for additional nominations from the members present for any position scheduled for selection at the next election. Any member qualified to vote in an election may nominate any member qualified for the position. Once this process has been completed, the nomination period will be closed.

Section 4

If a business meeting is not held between January 1 and June 30, the list of candidates approved by the Board of Directors shall be disseminated to the membership in electronic or printed format no later than June 1. Following the dissemination of the list, there will be a one-month period during which members qualified to vote in the election may submit additional nominations for any positions scheduled for selection at the next election. Qualified members shall submit the name of the candidates and the positions for which the candidates are being nominated to the Executive Director/Association Manager of the Society in electronic, printed, or written form. The Chair of the Nominating Committee will confirm that the nominees are qualified for the positions for which they have been

nominated and that the members are willing to serve in those positions. Nominees who are qualified and willing to serve will be added to the list of candidates. The period for open nominations will close one month following the dissemination of the list, but no later than July 1.

Section 5 Candidates will be given the opportunity to submit position statements in support of their candidacy. The positions statements will be disseminated to the membership in electronic or printed format by August 1.

Section 6 Elections will be conducted by mail or electronic transmission (e-voting) using a method approved by the Board of Directors. All members qualified to vote will be eligible to vote in the election; at least 30% of eligible voters must participate to certify the election. The election period will open on September 1 and close at the end of the calendar day on October 1. Within 7 days after the election period has closed, the Secretary will certify the results of the election and submit the results in electronic or written format to the Board of Directors. If a business meeting is held in October, November, or December, the term of office for all elected positions will end or begin at the conclusion of the business meeting. In the event a business meeting is not held in October, November, or December, the term of office for all elected positions will end or begin on October 15.

ARTICLE VII - FUNDS AND EXPENDITURES

Funds for the Society may be derived from dues, special assessments, voluntary contributions, fees or income from publications. The Society will not accept any funds or make any expenditures that will jeopardize the organization's 501 (c)(3) tax exempt status. Expenditures shall be made only within the limits of funds available. The fiscal year of the Society shall end on the last day of December.

ARTICLE VIII – REPORTS

Each committee shall prepare a detailed account of its activities and recommendations and submit it to the administrative office of the Society not later than thirty days prior to the annual business meeting. At the annual business meeting there shall be an oral report of each committee. The Board of Directors shall present the annual budget at the business meeting.

ARTICLE IX - PARLIAMENTARY PROCEDURE

The latest edition of Robert's Rules of Order shall govern all questions of parliamentary procedure.

ARTICLE X - AMENDMENTS

The Bylaws may be amended by a two-thirds vote of the members in attendance at the annual business meeting only after the proposed amendment has been presented to the Society at the previous annual business meeting or had been recommended by the Board of Directors and mailed/mailed to each member at least forty days prior to the annual business meeting. The requirement for a mailing of a proposed amendment at least forty days prior to the annual business meeting may be waived by a unanimous vote of the members present at the annual business meeting.

The Bylaws may also be amended via electronic ballot if approved by the Board of Directors and the amendments are distributed at least forty days prior to the last day of voting. At least 30% of eligible voters must participate to certify the election and at least 2/3 of those votes must approve the amendments. Within 14 days of the close of the election, the Secretary will certify the results and notify the membership of the results.

ARTICLE XI - TERMINATION OR DISSOLUTION

In the event of termination, liquidation or dissolution of this Society, the remaining assets of the corporation, after paying or adequately providing for the debts and obligations of this corporation, shall be equally distributed to The Anesthesia Foundation, Foundation for Anesthesia Education and Research, Anesthesia Patient Safety Foundation, Health Volunteers Overseas and Wood Library-Museum of Anesthesiology. If the assets cannot be distributed to any of the organizations, the Board of Directors shall determine the recipient(s) of the assets. Notwithstanding the above, the remaining assets shall be distributed only for one

or more exempt purposes within the meaning of IRC Section 501 (c) (3) or corresponding section of any future Federal Tax code. Any assessment so distributed by the Board shall be disposed of by the appropriate court of the country in which the principal office of the corporation is then located, exclusively for exempt purposes.