

**BYLAWS  
OF THE  
COLORADO SOCIETY OF ANESTHESIOLOGISTS**

**ARTICLE ONE  
OFFICES AND PRINCIPAL PURPOSE**

The principal office of the corporation in the State of Colorado shall be located in the State of Colorado. The corporation may also have offices at such other places within or without the State of Colorado as the Board of Directors may, from time to time, determine or the business of the corporation may require.

The purpose of the organization is to associate and affiliate into one organization the reputable physicians in the State of Colorado who are engaged in the practice of, or otherwise specifically interested in anesthesiology: to encourage specialization in this field; to raise the standards of the specialty by fostering and encouraging continuing medical education, 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 safeguard the professional interest of its members and in all ways develop and further the specialty of anesthesiology for the general elevation of the standards of medical practice.

The corporation shall be affiliated with the American Society of Anesthesiologists and shall meet and comply with the requirements for component societies of the American Society of Anesthesiologists.

**ARTICLE TWO  
MEMBERS**

Section 2.1. In General. Members shall comply with the Ethical Guidelines of the Practice of Anesthesiology as published and revised by the American Society of Anesthesiologists from time to time. Each member shall continuously meet the requirements of his or her particular category of membership and such other requirements as are set forth in the Bylaws.

Section 2.2. Categories of Membership. The classes of membership shall be Active, Affiliate, Resident, Honorary, Retired, and Active Out of State.

Section 2.3. Active Members of Colorado. A physician who is licensed to practice medicine in Colorado, and who has successfully completed a training program in anesthesiology, accredited by Accreditation Council For Graduate Medical Education (ACGME), the American Osteopathic Association, or equivalent organizations, as well as any physician who is in the service of the United States Government, including employees of the Veterans Administration, and any physician temporarily residing outside of the State of Colorado who desires to maintain membership in the Colorado Society of Anesthesiologists and who is not a member of another

component society of the American Society of Anesthesiologists is eligible to be an active member of the Corporation. The requirement for licensure to practice medicine in Colorado shall be waived for physicians in service in the Armed Forces and the United States Government. Each active member of the corporation shall also be an active member of the American Society of Anesthesiologists, and shall not belong to any other component society of the American Society of Anesthesiologists. Only active members of Colorado shall be entitled to vote on matters requiring a vote of members. No other category of membership shall be entitled to vote.

Section 2.4. Affiliate Member. Affiliate membership shall include the following categories of persons:

Section 2.5. A physician not in the clinical practice of anesthesiology.

Section 2.6. A scientist who, while not engaged in the practice of administering clinical anesthesia to humans, is interested in anesthesiology.

Section 2.7. Resident Member. A resident member shall be a physician actively participating in training in an anesthesiology residency program accredited by the ACGME or the American Osteopathic Association. Each applicant for resident membership shall file with the Secretary of the American Society of Anesthesiologists an application endorsed by the Director of the applicant's residency program certifying compliance with this Section. The Secretary of the American Society of Anesthesiologists shall forward a copy of the application to the Secretary of the component Society and to the Chair of the ASA Committee on Residents and Medical Students.

Section 2.8. Honorary Member. A doctor of medicine or scientist who has obtained outstanding eminence in anesthesiology or related fields, or who has rendered years of faithful service to the corporation, shall be eligible to become an honorary member. Honorary membership may be conferred by the Board of Directors.

Section 2.9. Retired Members. A physician who has been an active member of the corporation in good standing and who has retired from professional activity or has become permanently disabled shall be eligible to become a retired member. Retired membership may be conferred by the Board of Directors.

Section 2.10. Active Members Out of State. Physicians who are licensed to practice medicine in the state of Colorado, who permanently reside outside the state of Colorado, and who have successfully completed a training program in anesthesiology, accredited by the ACGME or the American Osteopathic Association, are eligible to be Active Members Out of State of the Corporation. Each active member of the corporation shall be an Active Member of the American Society of Anesthesiologists, and shall not belong to any other component society of the American Society of Anesthesiologists.

Section 2.11. Application for Membership. An application for membership in the corporation shall be made on the form furnished by the corporation and filed with the Secretary.

Such form shall contain an agreement by the applicant to support and abide by these bylaws. An application for Retired Membership shall state the facts by which the applicant is eligible for such membership and shall be filed with the Secretary of the corporation. The Secretary shall review each application for membership for completeness and compliance with these Bylaws. The Secretary shall forward each application to the Board of Directors for consideration with a recommendation for action.

Section 2.12. Approval of Applications. All applications for membership shall be subject to approval as follows:

2.12.1. Active and Affiliate. An application for active or affiliate membership shall be subject to approval by the Board of Directors, which approval shall be necessary to complete the membership requirements and shall be consistent with ASA requirements for affiliate membership in ASA component societies.

2.12.2. Resident. An application for resident membership shall be endorsed by the Director of the applicant's residency program, as provided in Section 2.7 above, and shall be subject to approval by the Board of Directors. Such approval shall be necessary to complete the membership requirements.

2.12.3. Retired. Applications for retired membership shall be subject to approval by the Board of Directors.

2.12.4. An applicant shall be enrolled as a member upon approval of the completed application for membership by the Board of Directors and upon the payment of the appropriate membership dues.

Section 2.13. Rights and Privileges of Members. Active members shall be voting members and shall be entitled to exercise all the rights and privileges accorded to members of the corporation. Honorary members, resident members, affiliate members, retired members and active members out of state shall be entitled to attend meetings of the corporation and of the membership and to participate in all the functions of the corporation, except that they shall not serve as officers, delegates or other officials and shall not be entitled to vote, except at meetings of committees of the corporation on which they serve.

Section 2.14. Transfer of Members. Members transferring from another component society to the Colorado Society of Anesthesiologists will make application the same as any member applying for membership in the Colorado Society of Anesthesiologists, and shall be approved in the same manner.

Section 2.15. Maintenance of Other Memberships. Each active or affiliate member of this corporation is required to maintain membership in the active or affiliate category, as applicable, in the American Society of Anesthesiologists.

Section 2.16. Cancellation of membership. A member of the corporation who fails to meet the membership requirements in the American Society of Anesthesiologists shall automatically be disqualified and dropped from membership in this corporation upon notification.

Section 2.17. Expulsion. (a) Any member of the corporation who is expelled from the American Society of Anesthesiologists, (b) any member whose license to practice medicine is revoked or suspended by a regularly constituted state authority; (c) any member convicted in a court of law of a felony or of any offense involving moral turpitude; (d) any member who engages in conduct which holds the corporation or the specialty of anesthesiology in disrepute; (e) any member who fails to abide by the provisions of these Bylaws; or (f) any member who engages in conduct which is a basis for, or results in censure, suspension or expulsion of the member from the American Society of Anesthesiologists, shall be expelled from membership in this corporation.

#### Section 2.18. Procedure for Investigation and Hearing

2.18.1. Investigation. The Executive Committee of the corporation shall investigate any matter which comes to its attention to determine whether the matter is a basis for cancellation of, or expulsion from membership, or other basis for adverse action or sanction against a member, or should be referred to the Judicial Committee of this corporation for hearing.

2.18.2. Notice. If the Executive Committee determines that the matter is a basis for cancellation or, or expulsion from membership, or any other adverse action or sanction against the members, it shall prepare a written notice which will:

- (a) Notify the member that the Executive Committee has proposed an adverse action against the member and the reasons for the action
- (b) Inform the member that he has a right to request a hearing before the Judicial Committee of the corporation with respect to the proposed adverse action within 30 days; that at such hearing he will have an opportunity to be heard in his own defense; and
- (c) Inform the member that if a hearing is requested on a timely basis, he will be notified of the date, time and place of the hearing, and be furnished with a list of witness, if any, expected to testify at the hearing. The Executive Committee shall mail all such notices to the member involved and shall forward a copy thereof to the Chairman of the Judicial Committee.

2.18.3. Hearings. The hearing shall be conducted by the Judicial Committee. At the hearing, the member shall have the opportunity to speak in his own defense, to present his written or oral statements, to call, examine, and cross-examine witnesses, to

produce documents and witnesses, and to be represented at his own expense by legal counsel or by another person of the member's choice. Should the member involved fail to appear at the hearing, the Judicial Committee may consider the right to hearing waived, and may proceed to consider the matter on the basis of the notice and reports from the Executive Committee, written statements of the member involved, and such other investigation and evidence as it deems necessary or proper.

2.18.4. Report. The Judicial Committee shall make a written report to the Board of Directors, stating:

- (a) The matter set forth in the notice prepared by the Executive Committee;
- (b) The findings and conclusions of the Judicial Committee or a statement of the basis for its decision; and
- (c) Specific recommendations of the Judicial Committee as to the disposition of the matter.

A copy of the written report shall be provided to the affected member.

2.18.5. Action. At the meeting of the Board of Directors next following receipt of such report, the Board shall consider the report. The Board shall, by resolution, determine whether or not the member should be disciplined, sanctioned, or subject to other adverse action, and the nature of the action, if any. The decision of the Board is final, subject to appeal as noted in Section 2-18-6.

2.18.6. Appeal to the American Society of Anesthesiologists. Any member who is adversely affected by any final action of the Board, and has exhausted his right of appeal in the corporation, may have a right to appeal such final decision to the Judicial Council of the American Society of Anesthesiologists, if and as provided in the bylaws of the American Society of Anesthesiologists. Such appeal must be brought within the time and in the manner specified in the bylaws of the American Society of Anesthesiologists.

Section 2.19. Reinstatement. A member of the corporation who has been dropped or expelled from membership pursuant to the provisions of this Article may apply for reinstatement, provided:

- (a) He applies for reinstatement in the same manner as provided in these bylaws for original application for membership; and
- (b) One year has elapsed since the date the member was dropped or expelled, or since rejection of his prior application for reinstatement.

Section 2.20. Society as Professional Review Committee. The corporation hereby declares that insofar as its activities entail the conduct of professional review of its members, it is

a professional review committee as described in state and federal law, and that it intends to conduct itself so as to secure for itself, its members, officers, and directors the full extent of immunity for professional review activities available under federal and state law.

### **ARTICLE THREE MEETINGS OF MEMBERS**

Section 3.1. Place of Meetings. Meetings of active members shall be held at the principal office of the corporation or at such other place within or without the State of Colorado as the Board of Directors shall authorize.

Section 3.2. Annual Meeting. The corporation shall hold an annual meeting of members at a time and date fixed in accordance with a resolution of the Board of Directors. The annual meeting of the active members shall be announced at least 60 days in advance. At the annual meeting, the active members shall transact such business as may properly come before the meeting.

Section 3.3. Special Meetings. Special meetings of the active members may be called by the Board of Directors or by the President, and shall be called by the President or the Secretary at the request, in writing, of a majority of the Board or at the request, in writing, by twenty-five percent (25%) of the active members. Such request and the notice of meeting issued pursuant thereto shall state the purpose or purposes of the proposed meeting. Business transacted at a special meeting shall be confined to the purpose(s) stated in the notice. In addition to special meetings of the members, there may be other meetings for education purposes and for all other business of the corporation.

Section 3.4. Fixing Record Date. For the purposes of determining the active members qualified or entitled to receive notice of a meeting or to vote at any meeting of members or any adjournment thereof, or to vote on any matter on which a vote of the active members is required, or to express consent to or dissent from any proposal without a meeting, or for the purpose of determining the rights of active members, or for any other proper purpose, the Board of Directors shall fix, in advance, a date as the record date for any such determination of active members. In the case of a demand for special meeting by the members, the record date shall be the date of the earliest demand for such meeting. In all other cases, the record date shall be not more than 50 nor less than 10 days before the date of such meeting. If no record date is fixed by the Board for the purpose of determining the members entitled to notice of a members' meeting, then the members at the close of business on the business day preceding the day on which the notice was given are entitled to notice of the meeting. If no record date is fixed by the Board for the purpose of determining the members entitled to vote at a members' meeting, the members on the date of the meeting who are eligible to vote are entitled to votes. Unless the Board of Directors shall fix a new record date for an adjourned meeting, any determination of qualified or entitled active members made as provided above shall also apply to any adjourned meeting.

Section 3.5. Notice of Meetings of Members. Written notice shall be delivered either personally or by mail, facsimile transmission, or email to each active member entitled to vote at

any meeting of the active members. Such notice shall be delivered not less than 10 nor more than 90 days before the date of the meeting. The notice of each meeting shall state the place, date and hour of the meeting and, in case of a special meetings, the purpose or purposes for which the meeting is called. The notice shall indicate that it is being issued by or at the direction of the officer or persons calling the meeting. Unless the Board of Directors shall fix a new record date for an adjourned meeting, notice of such adjourned meeting need not be given if the time and place to which the meeting shall be adjourned were announced at the meeting at which the adjournment is taken.

Section 3.6. Waivers. Notice of meeting need not be given to any active member who signs, either in person or by proxy and whether before or after the meeting, a waiver of notice. The attendance, whether in person or by proxy, of any active member at a meeting without protesting the lack of notice of the meeting prior to the conclusion of such meeting shall constitute a waiver of notice by such active member.

#### Section 3.7. Quorum of Active Members

3.7.1. Ten percent (10%) of the active members of the corporation qualified or entitled to vote shall constitute a quorum at a meeting of active members for the transaction of any business.

3.7.2. When a quorum is once present to call a meeting to order, it is not broken by the subsequent withdrawal of any active member.

3.7.3. If an election or other matter is submitted to a vote of the active membership by written ballot, and such election is not conducted at a regular or special meeting of the active membership, then at least twenty-five percent (25%) of the active members of the corporation qualified and entitled to vote must cast a valid vote by submitting to the corporation a written ballot for such election or vote to be effective.

Section 3.8. Voting. At all meetings of active members voting shall be by voice vote; however, any qualified active member may demand that the vote be taken by written ballot.

Section 3.9. Written Consent of Active Members. Any action that may be taken at a meeting of the members may be taken without a meeting if writings describing and consenting to the action so taken, signed by at least twenty five per cent (25%) of all active members qualified and entitled to vote, are received by the corporation within 60 days after the date the earliest dated writing describing and consenting to the action is received by the corporation. Such writings may be received by the corporation by any means, including electronic transmission, including facsimile transmission.

## **ARTICLE FOUR DIRECTORS**

Section 4.1. Board of Directors. The business of the corporation shall be managed by a Board of Directors. The Board shall consist of at least 9 and not more than 15 members. The specific number of directors shall be set by resolution of the Board of Directors, from time to time. The Board of Directors shall consist of the elected officers of the corporation and five regional directors, who shall also be elected by the active members of the corporation. In addition, the following persons shall be appointed by the Board of Directors as voting members of the Board of Directors, ex-officio: the Immediate Past President of the corporation, the District Director and Alternate District Director, and the Chair of the Department of Anesthesiology of the University of Colorado School of Medicine. The Board of Directors shall also appoint two directors at large. The Board may define other categories or qualifications of persons to serve as directors. The Board shall determine whether such additional board members shall be elected or appointed to serve ex officio. In addition to the foregoing, the Executive Director or Administrator of the corporation shall be appointed by the Board as a nonvoting member of the Board of Directors.

Section 4.2. At Large Directors. The Board shall appoint at large directors as follows: the Executive Committee of the Board shall consider the needs of the corporation and shall nominate one or more candidates for each at large position for consideration by the Board of Directors. The Board of Directors shall consider the nominees and shall vote to approve the appointment of one of the nominees for each at large directorship.

Section 4.3. Regional Directors. The board shall include five regional directors. The five regions of Colorado shall correspond to the United States Congressional Districts for the state of Colorado, as designated and clustered herein. A regional director shall be an active member of the corporation who resides in the region in addition to meeting all other qualifications of directors.

Region	Congressional Districts
1	1, 6 and 7
2	2
3	3
4	4
5.	5

Section 4.4. Quorum of Directors. A majority of the Directors then in office shall constitute a quorum for the transaction of business at all meetings of the Board of Directors.

Section 4.5. Eligibility to Be Director. Only persons who have been active members in good standing of a component society of the American Society of Anesthesiologists for two years and who reside within the state of Colorado shall be eligible to be directors of the corporation. A person who has been a resident member of the Resident Component of the American Society of Anesthesiologists for two years shall be deemed to have satisfied the requirement of two years of active membership in a component society of the American Society of Anesthesiologists.

Section 4.6. Term of Office and Term Limits. Regional directors and directors at large shall have a term of two years. Persons elected as regional directors and directors at large may serve for a maximum of ten consecutive years, or five consecutive terms, in that position.

Section 4.7. Action of the Board of Directors. Unless otherwise required by law, the vote of a majority of directors present at the time of the vote, if a quorum is present at such time, shall be the act of the Board of Directors.

Section 4.8. Place and Time of Board Meetings. The Board of Directors may hold its meetings at the office of the corporation or at such other places, either within or outside the State of Colorado, as it may from time to time determine. If the meeting is held outside the State of Colorado, notice must be given by first class mail or by email if the recipient confirms receipt of the email not less than five (5) days before the meeting, and said notice shall contain the date, place and purpose of the meeting. Notice is given when deposited in the United States mail with postage prepaid.

Section 4.9. Notice of Meetings of the Board, Adjournment.

4.9.1. Regular meetings of the Board shall be held not less than four times a year at such dates, times and places as the Board may determine. Regular meetings may be held without further notice of the date, time, place or purpose as the Board shall from time to time determine. Special meetings of the Board or any standing, special or ad hoc committee of the Board may be called by the President upon five (5) days' notice to each director, either personally or by mail, email, telephone, cable, or wireless. Special meetings shall be called by the President or by the Secretary in a like manner at the written request of at least two directors. Notice of a meeting need not be given to any director who submits a waiver of notice, whether before, at or after the meeting, or who attends the meeting without protesting prior thereto or at its commencement the lack of notice to him.

4.9.2. A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. Notice of the adjournment shall be given to all directors who were absent at the time of the adjournment and, unless such time and place are announced at the meeting, to the other directors

4.9.3. Waiver of Notice. A written waiver of notice signed by a director, whether before, at, or after the time stated therein, shall be equivalent to the giving of notice to that director. Such waiver shall be delivered to the corporation for filing with the corporate records, but such delivery and filing shall not be conditions of the effectiveness of the waiver. By attending or participating in any regular or special meeting, a director waives any required notice of such meeting unless such director objects, at the beginning of the meeting or promptly upon the director's later arrival, to the holding of the meeting or to the transaction of business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

Section 4.10. Meetings Open to All Members. All meetings of the Board of Directors shall be open to all members, subject to the invocation of an executive session to discuss privileged or confidential matters.

Section 4.11. Meetings by Telephone. Members of the Board or any committee may participate in a meeting of the Board or of the committee by means of conference telephone or similar communications equipment by which each person participating in the meeting may speak, and all participants can hear each other at the same time. Such participation will constitute presence in person at the meeting.

Section 4.12. Action Without A Meeting. Any action required or permitted to be taken at a meeting of the Board or any committee may be taken without a meeting if each and every Board or committee member in writing either (a) votes for such action, or (b) votes against such action or abstains from voting, and waives the right to demand that a meeting be held. Action is taken under this Section only if two-thirds of the Board members then in office or then on such committee, as the case may be, affirmatively vote for such action. No action taken under this subsection shall be effective unless writings describing the action and taken in accordance with the provisions of this section are received by the Executive Director or Administrator, signed by all Board or committee members (and not revoked by any Board or committee member who gave the Administrator written notice of revocation prior to receipt of such writings by the Administrator). Any action taken under this subsection has the same effect as action taken at a meeting of the Board or committee and may be described as such in any document. Any action taken under this Section will be effective when the last writing necessary to effect the action is received by the Administrator.

No action taken pursuant to this section shall be effective unless writings describing the action taken and otherwise satisfying the requirements of this section, signed by all directors and not revoked, are received by the corporation. Unless otherwise provided by the bylaws, any such writing may be received by the corporation by electronically transmitted facsimile or other form of wire or wireless communication providing the corporation with a complete copy of the document, including a copy of the signature on the document. A director's right to demand that action not be taken without a meeting shall be deemed to have been waived if the corporation receives a writing satisfying the requirements of this section that has been signed by the director and not revoked. Action taken pursuant to this section shall be effective when the last writing

necessary to effect the action is received by the corporation unless the writings describing the action taken state a different effective date.

Any director who has signed a writing pursuant to this section may revoke such writing by a writing signed and dated by the director describing the action and stating that the director's prior vote with respect thereto is revoked, if such writing is received by the corporation before the last writing necessary to effect the action is received by the corporation.

Action taken pursuant to this section has the same effect as action taken at a meeting of directors and may be described as such in any document.

All signed written instruments necessary for any action taken pursuant to this section shall be filed with the minutes of the meetings of the Board of Directors.

Section 4.13. Chairman. At all meetings of the Board of Directors the President shall act as the chairman of the Board. In the absence of the President, the President-elect or next highest officer shall preside.

Section 4.14. Compensation. No compensation shall be paid to directors, as such, for their services, but by resolution of the Board, a fixed sum and expenses for actual attendance at each regular or special meeting of the Board may be authorized. Nothing herein contained shall be construed to preclude any director from serving the corporation in any other capacity and receiving compensation therefore.

Section 4.15. Presumption of Assent. A director of the corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless he shall file his written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

## **ARTICLE FIVE COMMITTEES**

All committees shall operate under the authority and supervision of the Board of Directors and shall report to the Board of Directors. No committee may exercise any power or authority reserved to the Board of Directors by the Colorado Nonprofit Corporation Act, the Articles of Incorporation or these Bylaws. No committee may exercise any power that may not be exercised by the Board of Directors under these Bylaws.

Section 5.1. Composition. The standing and special committees of this corporation shall be composed of members of this corporation appointed by the President, except as otherwise provided by these Bylaws.

Section 5.2. Terms of Offices. The terms of office of the Chairmen and members of the Standing and Special Committees shall be for the term of office of the President appointing them, unless otherwise provided by these Bylaws.

Section 5.3. Standing Committees. The Standing Committees of this corporation shall be as follows: The Executive Committee, the Judicial Committee, and the Program Committee,. Membership on these committees shall be limited to active members only.

5.3.1. Executive Committee. The Executive Committee shall be composed of the President, President-elect, the immediate Past President, the Secretary, the Treasurer, the District Director and the Alternate District Director. The Committee shall meet at the call of the President who will act as Chairman. The Committee shall have the authority to act on behalf of the Board of Directors between the meetings of the corporation. Meetings of the Executive Committee shall be held upon the call of the President.

5.3.2. Judicial Committee. The Judicial Committee shall consist of the immediate past president of the corporation and two other active members selected by the Board of Directors. The immediate past president shall serve as chair of the Judicial Committee.

(a) Duties. The Judicial Committee shall hear and adjudicate all matters involving the violation by a member of the standards of professional conduct approved by this corporation. The Committee shall conduct such investigations and hearings concerning matters before it as provided in these Bylaws. In matters involving alleged violations of the standards of professional conduct, the decision of the Judicial Committee that no violation occurred shall be final . Neither the Executive Committee nor the membership of the corporation shall take action upon matters within the jurisdiction of the Judicial Committee until the recommendations of the Judicial Committee have been received; and, thereafter, the action taken thereon by the body having the ultimate authority is final and conclusive as to all parties concerned

(b) Counsel. At all hearings of the Judicial Committee, the Committee may employ legal counsel at the expense of the corporation.

5.3.3. Program Committee. The Program Committee shall consist of the President and other Executive Committee members appointed by the President to plan, prepare, and secure scientific programs and/or entertainment for all scientific meetings of this corporation. As soon as practicable, the Program Committee shall present to the Secretary-Treasurer the necessary information in order that the members of the corporation be notified of the upcoming programs and shall present itemized bills and request for funds and disbursements as such expenses are incurred.

Section 5.4. Special and Ad Hoc Committees. Special and Ad Hoc Committees of the corporation may be authorized by the Board of Directors or the Executive Committee, and the

membership thereof appointed by the President, for specific purposes designated in the resolution authorizing their creation; provided, however, that special or ad hoc committees may not be given assignments which conflict with or duplicate the function of any standing committee.

Section 5.5. Reports. Each committee of the corporation shall report its activities at least annually, and on an interim basis, as requested or as needed, to the Board of Directors and to the Executive Committee.

## **ARTICLE SIX OFFICERS**

Section 6.1. Officers. The officers of the corporation shall consist of a President, President-elect, Secretary and Treasurer and a Executive Director or Administrator (“Administrator”).

Section 6.2. Terms of Office. Officers, except the Administrator, shall be elected for a term of two years beginning on July 1 of the year of election. The President-Elect, once duly elected, shall succeed to the office of President without further election or other action by the membership.

Section 6.3. Term Limits of Officers. Persons holding the offices of Secretary and Treasurer may serve for a maximum of ten consecutive years, or five consecutive terms, in that office.

Section 6.4. Election or Appointment. The officers, except the Administrator, shall be elected by the voting members of the corporation through the voting procedures set forth in Article VIII of these Bylaws. A candidate receiving the majority of the votes for that office shall be elected.

The Administrator shall be appointed by, and shall serve at the pleasure of, the Board of Directors.

Section 6.5. Eligibility. Only active members in good standing residing within the state of Colorado shall be eligible to be officers; provided, however, that this requirement shall not apply to the office of Administrator. No person shall hold more than one such office, except that one person may hold the offices of Secretary and Treasurer.

Section 6.6. Vacancies. If for any reason the incumbent in office becomes unable or unwilling to perform the functions of the office and resigns or is removed from office, his vacancy shall be filled in the following manner: The President-elect shall succeed the Presidency. If a vacancy occurs in the office of Secretary or Treasurer, the Executive Committee of the Board of Directors shall nominate a candidate to fill such vacancy for the remaining term of the former incumbent, and shall call an election of the members with respect to such

nomination. The office of the President-elect shall remain vacant until the next regular election of officers.

Section 6.7. Duties of Officers. The officers of the corporation shall have the following duties:

6.7.1. President. The President shall have general supervision and direction of the affairs of this corporation, shall serve as Chairman of the Executive Committee, shall preside at all meetings of the corporation, including meeting of the members, shall appoint the chairmen and members of all committees except as otherwise provided herein, shall serve as ex-officio member of all committees of this corporation, shall deliver a report to the members at the close of his term of office, and shall perform such other duties as custom or necessity of parliamentary usage require or as otherwise provided in these bylaws.

6.7.2. President-Elect. The President-elect shall witness the administration of the affairs of this corporation in anticipation of his term of office as President, which term of office shall begin automatically on July 1 of the year in which the term of the President shall expire. He shall assist the President in performing his duties; preside in the absence of the President at meetings of the corporation where the President usually presides; and represent the President at other meetings and functions when requested by the President to do so.

6.7.3. Secretary. The Secretary shall:

- (a) Maintain and preserve the records of the corporation; give, or cause to be given, notice of all meetings of the Board of Directors, keep minutes of such meetings, and have such other powers and duties as are appropriate and customary for the office of secretary or as the Board of Directors or President may prescribe from time to time.
- (b) Serve as the official correspondent of this corporation with the American Society of Anesthesiologists.
- (c) Maintain a current roster of all members of the corporation, classified accordingly to the categories of membership, including a list of all members of record entitled to vote with respect to a meeting or to a matter or entitled to receive notice of meetings.
- (d) Forward appropriate forms to applicants for membership in this corporation, and to active and resident members of the American Society of Anesthesiologists who have transferred the location of their principal professional activities to Colorado.

- (e) Notify the Executive Office of the American Society of Anesthesiologists of the name and category of membership of each new member accepted into this corporation, the name and new category of each member of this corporation changing his status, and the name and category of any member dropped from membership in the corporation and the reasons for such action; and any change made in any elective office in the corporation;
- (f) Forward to the Executive Office of the American Society of Anesthesiologists required reports showing:
  - 1. The roster of membership classified as to categories of membership,
  - 2. The names of the officers of this corporation,
  - 3. A copy of the current Bylaws of the corporation, specifying all changes;
  - 4. Forward to the Executive Office of the American Society of Anesthesiologists a list of authorized delegate(s) who will represent this corporation in the House of Delegates of the American Society of Anesthesiologists.

6.7.4. Treasurer. The Treasurer shall be the principal financial officer of the corporation with general responsibility for the oversight of the financial affairs of the corporation. The treasurer shall present financial reports to the Board of Directors as the Board may request from time to time, and shall perform all other duties incident to the office of Treasurer and such other duties as may from time to time be assigned by the President, or by the Board of Directors.

6.7.5. Executive Director or Administrator. The Executive Director or Administrator shall have general and active administrative and management authority of the business of the corporation, subject to the direction and control of the Board of Directors. The Administrator shall carry out or effect all resolutions or directions of the Board of Directors. The Administrator may negotiate, enter into, and execute contracts, deeds and other instruments on behalf of the corporation as are necessary and appropriate or as are approved or authorized by the Board of Directors. The Administrator shall have such other authority, power and duties as the Board of Directors may prescribe or direct from time to time.

Section 6.8. Resignation and Removal. Any officer or other official or agent may resign at any time, subject to any rights or obligations under any existing contracts between the officer or agent and the corporation, by giving written notice to the President. Acceptance of such resignation shall not be necessary to make it effective unless the notice of resignation so provides. Any officer or other elected or appointed official of the corporation may be removed

from office for good cause by a vote of a majority of all of the Directors then in office at a meeting for which the notice states that such removal will be considered.

## **ARTICLE SEVEN DELEGATES AND DISTRICT DIRECTORS**

Section 7.1. Delegates to the House of Delegates of the American Society of Anesthesiologists. The membership of the corporation shall elect one delegate for each one hundred (100) voting members or fraction thereof, as shown on the count of the corporation by the American Society of Anesthesiologists as of December 31<sup>st</sup> of each year. Delegates shall represent the corporation in the House of Delegates of the American Society of Anesthesiologists. Delegates to the American Society of Anesthesiologists shall be elected for a term of three (3) years.

7.1.1. Alternate Delegate(s). Alternate Delegate(s) shall be appointed by the Board of Directors of the corporation for a period of one year.

7.1.2. Delegates must meet all other requirements of delegates established by the House of Delegates of the American Society of Anesthesiologists.

Section 7.2. District Director and Alternate District Director to the American Society of Anesthesiologists. The membership of the corporation shall elect a District Director and an Alternate District Director to serve on the Board of Directors of the American Society of Anesthesiologists, and to perform such other duties as may be set forth in the Bylaws of the American Society of Anesthesiologists. The Director and Alternate District Director shall be elected by the same means as officers of the corporation, and shall be elected in alternate years from the year of regular election of the officers of the corporation.

7.2.1. Alternate District Director. Any vacancy in the office of District Director shall be filled automatically by the Alternate District Director.

7.2.2. Eligibility for District Director and Alternate District Director. Each District Director and Alternate District Director shall be an active member of the corporation and shall have been an active member of the corporation for at least two (2) years prior to election.

## **ARTICLE EIGHT ELECTION OF OFFICERS, DELEGATES, DISTRICT DIRECTOR AND ALTERNATE DISTRICT DIRECTOR**

Section 8.1. The Executive Committee shall develop, by May 31 of each year in which an election is held, a slate of candidates to be elected as officers, delegates, district director and alternate district director of the corporation, as applicable. Any active member may nominate for any office or other elected position of the corporation any member who qualifies for such office or position nominations by submitting the nomination in writing to the Executive Committee of

the corporation at any time up to May 15 of the year in which the election is to be held. The slate of candidates shall consist of all persons who have been nominated for any office or position to be elected and who meet all of the qualifications for such office or position.

Section 8.2. The corporation shall hold an election in June of each year in which an election is held. Election shall be by written ballot setting forth the candidates for each office or position. Proxy voting shall not be permitted for written ballots. The corporation shall send or deliver by mail, electronic or facsimile transmission a written ballot to each active member qualified and entitled to vote. The corporation may accept any written ballot from an active member if it is signed, by hand or electronically in such a way as to leave no reasonable basis for doubt about the validity of the signature or the ballot as the vote of the active member. The ballot may be transmitted to the corporation, by mail, hand delivery, facsimile transmission or electronic transmission.

Section 8.3. Each candidate for office shall have been an active member in good standing of a component society of the American Society of Anesthesiologists for at least two (2) years at the date of nomination and shall be an active member of the corporation. A person who has been a resident member of the Resident Component of the American Society of Anesthesiologists for two years at the time of nomination shall be deemed to have satisfied the requirement of two years of active membership in a component society of the American Society of Anesthesiologists.

Section 8.4. As set forth in Section 3.7.3 of these Bylaws, at least twenty-five percent (25%) of the active members of the corporation qualified and entitled to vote must cast a valid vote by submitting to the corporation a ballot for such election or vote to be effective. Election of an officer requires the majority of the votes cast for that office. Persons elected by the membership shall take office on July 1 of the year of election and shall hold office until their successor is duly elected and takes office.

Section 8.5. Each active member qualified and entitled to vote shall be entitled to cast one vote for each office or position or matter submitted to a vote of the active membership. There shall be no cumulative voting.

## **ARTICLE NINE DUES AND ASSESSMENTS**

The members of the corporation shall pay dues annually and be subject to special assessments as follows:

Section 9.1. Active, Resident, Active Out of State and Affiliate. The amount of membership dues, and special assessments for active, resident, active out of state, and affiliate members shall be determined by the Board of Directors after consideration of the annual budget for the next fiscal year, subject to the approval of the active membership.

Section 9.2. Honorary and Retired. Honorary and retired members shall not be required to pay dues.

Section 9.3. New Members. If an application for active membership is made prior to July 1<sup>st</sup> of a year, the new member shall pay the full amount of the annual dues and any special assessment. If application for active membership is made after July 1<sup>st</sup> of a year, the new member shall pay one-half (1/2) of the dues and any special assessment.

Section 9.4. Due Date for Payment of Dues and Assessments.

9.4.1. Due Date for Dues. Membership dues are due and payable on January 1<sup>st</sup> of each year and delinquent if not paid by March 31<sup>st</sup> of said year.

9.4.2. Due Date for Special Assessments. Special Assessments are due and payable by the date set by the Board of Directors, and delinquent if not paid within 90 days following the due date.

Section 9.5. Non-payment of Dues and assessments. A delinquent member shall immediately be notified that he will be dropped from membership in the society if his dues or assessments are not paid within ten days of the notice. If the member is dropped the American Society of Anesthesiologists will be notified (as required by the bylaws of the American Society of Anesthesiologists).

Section 9.6. Reinstatement. A member dropped from membership for non-payment of dues or any assessment may be reinstated only upon making application therefore in the same manner as provided in these Bylaws for an original application for membership and paying his dues or assessments in arrears.

Section 9.7. No Refund. Dues and assessments which have been paid shall not be refunded.

## **ARTICLE TEN SOCIETY'S FUNDS AND ASSETS**

Section 10.1. General Authority. The Treasurer shall act as official custodian of the funds of the corporation; shall supervise the deposit of such funds at the banking institutions and shall invest and re-invest them upon the direction of the Board of Directors.

10.1.1. All expenditures must be for purposes authorized by the membership of the corporation or for purposes authorized by these Bylaws. The expenditures must be within the income of the corporation.

10.1.2. The books of the corporation shall be open for audit upon request of the Executive Committee or upon written application of five (5) members of the corporation.

**ARTICLE ELEVEN  
EXECUTION OF INSTRUMENTS**

All corporate instruments and documents shall be signed or countersigned, executed, verified or acknowledged by such officer or officers or other person or persons as the Board of Directors may from time to time designate.

**ARTICLE TWELVE  
REFERENCES TO ARTICLES OF INCORPORATION**

Reference to the Articles of Incorporation in these Bylaws shall include all amendments thereto or changes thereof unless specifically accepted.

**ARTICLE THIRTEEN  
INDEMNIFICATION AND RELATED MATTERS**

Section 13.1. Power to Indemnify -- Third Party Actions. The corporation shall have power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation). This power to indemnify shall arise only by reason of the fact that the person is or was a director, officer, employee, or is or was serving at the request of the corporation as a director, officer, employee, administrator, committee member, or agent of another corporation, partnership, joint venture, trust or other enterprise. The corporation shall have the power to indemnify against expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding, if he had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of *nolo contendere* or its equivalent, shall not of itself create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, that he had reasonable cause to believe that his conduct was unlawful.

Section 13.2. Power to Indemnify -- Action Brought By or in the Right of the Corporation. The corporation shall have power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that he is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise. The corporation shall have the power to indemnify

against expenses (including attorneys' fees) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the corporation. No indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the corporation unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication or liability but in view of all circumstances of the case, such person is fairly and reasonable entitled to indemnity for such expenses which such court shall deem proper.

Section 13.3. Right to Indemnification. To the extent that a director, officer, employee or agent of the corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Sections 13.1 and 13.2, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith.

Section 13.4. Determination of Entitlement to Indemnification. Any indemnification under Sections 13.1 and 13.2 (unless ordered by a court) shall be made by the corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in Sections 13.1 and 13.2. Such determination shall be made (1) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or (2) if such a quorum is not obtainable, or, even if obtainable a quorum of disinterested directors so directs, by independent legal counsel in a written opinion, or (3) by the active members.

Section 13.5. Advancement of Expenses. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the corporation in advance of the final disposition of such action, suit or proceeding as authorized in the manner provided in Section 13.4 upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the corporation as authorized in this Article.

Section 13.6. Savings Clause. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of active members or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs and legal representatives of such a person.

Section 13.7. Insurance. The corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any such capacity or arising out of his status

as such, whether or not the corporation would have the power to indemnify him against such liability under the provisions of this Article.

**ARTICLE FOURTEEN  
FISCAL YEAR**

The fiscal year of the corporation shall be designated by the board of directors.

**ARTICLE FIFTEEN  
AMENDMENTS TO ARTICLES OF  
INCORPORATION AND BYLAWS**

These Bylaws or the Articles of Incorporation may be amended by a majority of the votes cast by the active members voting thereon. Bylaw changes shall take effect at the close of the meeting at which they are approved, if approved at a meeting; or as specified in the proposed amendment unless otherwise specified at the time of approval.

**ARTICLE SIXTEEN  
MISCELLANEOUS PROVISIONS**

Section 16.1. The principles of the medical ethics of the American Medical Association are accepted as the governing code of ethics for members of the corporation.

Section 16.2. Parliamentary Authority. The official parliamentary authority of the corporation shall be "Roberts' Rules of Order."

DATE ADOPTED: August 18, 2004.