

**BYLAWS
OF
Georgia Association of Sleep Professionals, Inc.
A Non-Profit Corporation
501 (C) (6)**

**Article I
Name, Purpose, and Offices**

1.1 Name.

The name of the corporation shall be the Georgia Association of Sleep Professionals, a non-profit corporation in the State of Georgia, hereinafter referred to as "GASP."

1.2 Purpose.

The mission of GASP is to improve public health by promoting education and advocacy of sleep disorders diagnostics and treatment.

1.3 Principal Office.

The principal office of the corporation shall be at such place within the State of Georgia as the Board of Directors shall determine from time to time.

1.4 Other Offices.

The corporation may also have such other offices as the Board of Directors may determine from time to time or as the business of the corporation requires.

1.5 Sleep Medicine

Sleep medicine is a medical subspecialty devoted to the diagnosis and treatment of sleep, arousal and circadian rhythm disturbances and disorders. A Sleep Medicine Professional is an individual who, at the level of their pursuit, participates in the medical, technological or scientific investigation of these conditions. A Sleep Medicine professional may perform clinical or research functions as a technician, clinician, researcher, or provide professional business leadership for an accredited sleep medicine center or laboratory.

**Article II
Members**

2.1 Classes of Membership.

The GASP shall have two (2) classes of membership: Voting and Non Voting

- (a) **Voting:** Shall be those individuals whose primary employment is in the Sleep Medicine Profession as defined in Article 1.5. Voting members may serve as officers of the Corporation, on the Board of Directors and on Committees and have full voting privileges. Each Voting member, as defined in the [Administrative Guidelines](#), shall be entitled to one vote on any issue requiring a vote of the membership. Voting Members must be certified in his/her sleep specialty or, if a Facility representative, the facility must be accredited by the American Academy of Sleep Medicine (AASM). Voting members may be asked to pay dues as set by the Board of Directors.
- (b) **Non-Voting Members:** Shall be individuals with an interest in sleep medicine. Non-Voting member categories include: Associate and Associate (Non-accredited) Facility members. Non-Voting members are not eligible to serve as officers of the GASP or on the Board of Directors. Non-Voting members do not have voting privileges, nor will have access to Voting Member only resources. Non-Voting members may be asked to pay dues as set by the Board of Directors.

2.2 Election of Members.

All interested individuals or corporations must apply to the GASP for membership. Review of applications and decisions on acceptance shall be made by the Board of Directors or its appointed designee. Applicants will be notified of their acceptance or rejection for membership.

2.3 Resignation of Members.

Any member may resign from the GASP by providing written notice of such intention to the Secretary. Resignation shall not relieve a member of any financial obligations to the GASP. The GASP will not refund any dues of any member who resigns.

2.4 Transfer of Membership.

Membership of the GASP is not transferable or assignable.

2.5 Membership Dues.

The Board of Directors may establish the initial and/or annual dues for membership in the corporation. The billing and collection of dues shall be in a manner prescribed by the Board of Directors.

2.6 Membership Year.

The membership year shall end December 31.

2.7 Termination of Membership.

Membership for any class of member as defined in Article 2.1 shall be automatically terminated if applicable annual membership dues are not paid in full prior to the 90th day after the beginning of the current membership year as provided in Article 2.5.

Article III
Officers, Terms of Office, Qualifications, Removal and Vacancies

3.1 Officers.

The Officers of the GASP shall be a President, President-Elect, Secretary, Treasurer and Immediate Past President. There may also be other officers as the Board may from time to time determine to be appropriate. No two (2) offices may be held by the same person.

3.2 Term of Office and Resignation.

The term of each office shall run from Annual Meeting to Annual Meeting. The term of the President, President-elect and Immediate Past President shall be one year. The term of Secretary and Treasurer shall be two years, each term beginning on alternating years. Each officer shall hold office for the term appointed and until a successor shall have been duly appointed and qualified. Each office shall be elected by vote of the members of the association at the Annual meeting of the GASP. An officer may resign at any time by providing written notice to the corporation. Notice of resignation is effective upon receipt or at a later time designated in the notice.

3.3 Qualifications.

Officers and Directors must be GASP Voting members in good standing, working full-time in the Sleep Medicine profession. Officers must also be members of the American Academy of Sleep Medicine (AASM) or American Association of Sleep Technologist (AAST).

3.4 Removal.

The Board of Directors may remove any officer with or without cause by vote of a majority of the Board. The removal shall be without prejudice to the contract rights, if any, of the removed officer. Appointment to an office does not, in and of itself, create contract rights.

3.5 Vacancies.

The Board of Directors may fill any vacancy in any office occurring for whatever reason.

Article IV
Duties of Officers

4.1 President.

The President shall preside at all meetings of the GASP and shall perform duties as custom and parliamentary usage require. The President shall be Chair of the Executive Committee and Board of Directors and be an ex-officio member of all committees of the GASP. Upon expiration of the term of office of the president, the president-elect shall assume the office of Immediate Past President of the GASP.

- (a) The President is the official spokesperson for the GASP. In the absence of the President, a designated alternate shall serve as the official spokesperson of the GASP. No statement shall be made by the President or designated alternate that advocates a group boycott by members or violation of federal and state antitrust or any other laws.
- (b) No President or designated alternate may encumber the GASP with indebtedness nor assume any financial obligation in the name of the GASP without prior authorization of the Board of Directors.
- (c) The president shall sign all corporate documents and agreements on behalf of the corporation, unless the president or the Board instructs that the signing be done with or by some other officer, agent or employee.
- (d) The president shall see that all actions taken by the Board are executed and shall perform all other duties incident to the office.

4.2 President-elect

The President-elect shall have the power to perform duties that may be assigned by the president or the Board. If the president is absent or unable to perform his or her duties, the president-elect shall perform the duties of the president, until the Board directs otherwise. The President shall be a member of the Executive Committee and Board of Directors. Upon expiration of the term of office of the president, the president-elect shall assume the presidency of the GASP.

4.3 Treasurer.

The Treasurer shall be a member of the Board of Directors, Executive Committee and shall have the following duties:

- (a) Have charge and custody of and be responsible for all funds and securities of the corporation.
- (b) Keep full and accurate accounts of receipts and disbursements in books of the corporation.
- (c) Deposit all moneys and other valuable effects in the name and to the credit of the corporation depositories as may be designated by the Board of Directors.
- (d) Complete all required corporate filings.
- (e) Maintain a correct list of the members of the GASP in good standing and shall promptly notify each member who becomes Delinquent in his/her dues, and shall keep on permanent file all applications for membership and a record of the actions taken on same.

- (f) Perform all duties incident to the office and other duties assigned by the president or the Board. The treasurer shall render to the president and Directors, whenever they may require it, an account of his or her transactions as treasurer and of the financial condition of the corporation.

4.4 Secretary.

The Secretary shall be a member of the Board of Directors, Executive Committee and shall have the following duties:

- (a) The secretary shall attend all meetings of the Board of Directors and of the members and shall record all votes and minutes of all proceedings in a book to be kept for that purpose.
- (b) The secretary shall give or cause to be given notice of all meetings of the members and of the Board of Directors in accordance with these Bylaws or as required by law.
- (c) Shall keep a register of the names and address of each member, officer and Director.
- (d) The secretary shall keep in safe custody the seal of the corporation and, when authorized by the Board, affix the seal to any instrument requiring it. When so affixed, the signature of the secretary and treasurer shall attest to the seal.
- (e) Shall perform all duties incident to the Office of Secretary and any other duties as may be assigned by the Board of Directors.

4.5 Vacancies.

The offices of President, President-Elect, Secretary and Treasurer will be filled at the discretion of the Board of Directors. The appointed individual shall complete the unexpired term.

Article V. Board of Directors

5.1 Composition and Term of Office.

The Board of Directors shall consist of the President, President Elect, Secretary, Treasurer, Immediate Past President and six (6) Directors elected by the membership. The number of Directors may be increased or decreased from time to time by amendment to these bylaws. Only Voting Members in good standing shall be eligible for election to the Board of Directors.

5.2 Tenure, Resignation and Removal.

- (a) The makeup of Directors includes two (2) members each of the Facility Member, Clinician Member and Technical Member categories.
- (b) The term of office of Directors elected by the membership of the GASP shall run for two (2) years unless appointed to serve an unexpired term, in which case they shall serve the unexpired portion of the term. Each Director shall hold office until his/her successor has been elected and installed in office at the Annual Membership Meeting. Each Director's term's end will alternate with the others' within that category allowing for an election of three Directors' per year, one each from the three categories.
- (c) A Director may resign by providing written notice to the corporation. The resignation of a Director is effective upon its receipt by the corporation or a subsequent time as set forth in the notice of resignation.
- (d) A Director, or the entire Board of Directors, may be removed with or without cause by vote of a majority of the members entitled to vote at an election of Directors.

5.3 Powers.

The Board of Directors shall manage the business, affairs and property of the corporation.

- (a) Consider all matters brought before it by the Officers of the GASP, report of committees, or other members of the GASP.
- (b) Board of Directors may establish such rules for the conduct of its affairs, as it may deem necessary and desirable.
- (c) The Board of Directors may change the mission, vision and purpose of GASP.
- (d) The Board of Directors shall be the policy making body of the GASP and shall statements as needed to meet the needs of the GASP.
- (e) In no event may an Officer or Director be an employee of the GASP.
- (f) All powers not otherwise expressly assigned in these bylaws, shall be vested in the Chair of the Board of Directors.

5.4 Reports.

The Board of Directors shall make an annual report of its stewardship and of the general status of the GASP at the Annual Membership Meeting of the GASP and at such other times as it may deem necessary.

5.5 Resignations.

Any officer or Director may resign at any time by giving written notice to the Board of Directors. Any such resignation shall take effect at the date of receipt of such notice or at any later time specified, and, unless otherwise specified, the acceptance of such resignation shall not be necessary to make it effective.

5.6 Vacancy.

A vacancy on the Board occurring by reason of death, resignation, removal, increase in the number of Directors, or otherwise may be filled by the affirmative vote of a majority of the remaining Directors, though less than a quorum of the Board of Directors, unless filled by proper action of the members of the corporation. A Director elected to fill a vacancy shall be elected for the unexpired term of the predecessor in office. A vacancy that will occur at a specific date, by reason of a resignation effective at a later date or otherwise, may be filled before the vacancy occurs, but the newly elected Director may not take office until the vacancy occurs.

5.7 Quorum.

A majority of the Board of Directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

5.8 Manner of Acting.

Actions voted on by a majority of the Directors present at any meeting at which a quorum is present shall constitute authorized actions of the Board of Directors, unless the act of a greater number is required by law or by these bylaws.

5.9 Consent to Corporate Actions.

Any action required or permitted to be taken pursuant to Board authorization may be taken without a meeting if, before or after the action, all Directors' consent to the action in writing. Written consents shall be filed with the minutes of the Board's proceeding.

5.10 Compensation.

Directors as such shall not receive any stated salaries for their services, but nothing herein contained shall be construed to preclude any Director from serving the corporation in any other capacity and receiving compensation therefore, provided that such compensation shall not amount to private inurement or an excess benefit transaction as defined in the Internal Revenue Code.

5.11 Meetings

Meetings of the Board of Directors may be held in person; via conference call; via teleconferencing. Minutes of all meetings needs to be retained. Quorum must present in order to conduct business.

Article VI. Committees

6.1 Committees of the GASP shall be all committees designated by the Board.

(a) Executive Committee

- i. Composition - The Executive Committee shall consist of the President, President Elect, Secretary, Treasurer and Immediate Past President. The Board of Directors may add additional members to the Executive Committee from the Board of Directors at its discretion.
- ii. Quorum - A quorum for meetings will be three members.
- iii. Duties and Responsibilities - Make such decisions and conduct business in the best interest of the GASP and its members. Decisions may not be contrary to established policy as determined by the Board of Directors and by these bylaws.

(b) Standing Committees

- i. The Board of Directors shall appoint and disband such Standing Committees as necessary to address issues of interest to the membership. Areas of interest shall include, but are not limited to, education, membership, training and advocacy. The name, composition and mandate for such Committees shall be at the discretion of the Board of Directors.

6.2. Committee Composition and Organization.

(a) Standing Committees

- i. Committee membership is open to all members of the GASP.
- ii. Members of all Standing Committees shall be nominated and confirmed by the Board of Directors.

(b) Joint Committees may be established with other community, governmental, or scientific organizations at the discretion of the Board of Directors.

(c) Committees shall have authority to make rules governing their procedures subject to the bylaws, policies and directives of the Board of Directors.

(d) Reports

- i. Periodic - Each Committee shall be responsible for rendering timely reports of its activities, findings, recommendations or progress to the Board of Directors.
- ii. Annual - Each Committee must submit an annual report prior to the Annual Membership Meeting of the GASP.

(e) Absence - The absence of a Committee member without acceptable excuse from three consecutive Committee meetings, including conference calls, shall be considered resignation from the committee.

6.3 Meetings.

Committees shall meet as directed by the Board, and their meetings shall be governed by the rules provided in Article V for meetings of the Board. Minutes shall be recorded at each committee meeting and shall be presented to the Board. Meetings may be held via teleconferencing; in person; conference call.

Article VII. Meeting of Members

7.1 Annual Membership Meeting

The Annual Membership Meeting of the GASP shall be scheduled to coincide with the GASP annual meeting. The Officers and Directors for the ensuing year will be installed at this time. At the discretion of the Board of Directors, there may be additional sessions of the annual meeting to which all members shall be invited. The Board of Directors shall present an annual report of the general status of the GASP.

7.2 Special Meetings

Special meetings of the members of the GASP may be called by the Board of Directors or upon written request of 10 percent (10%) of the Voting members. Special meetings shall be held at a time and place that the Board of Directors may determine.

7.3 Notice of Member Meetings

By or at the direction of the President or Secretary, each member entitled to vote shall be notified by mail, electronic mail. The notice shall be delivered not less than fifteen days before the date of the meetings. The notice shall state the place, day and hour of the meeting and in the case of a special meeting shall state the purpose or purposes in which the meeting is called.

7.4 Quorum.

Unless a greater or lesser quorum is required in the Articles of Incorporation or by the laws of the State of Georgia, the members present, as of the record date, twenty-five percent (25%) of the Voting members in good standing and entitled to vote at a membership meeting shall constitute a quorum at the meeting. Whether or not a quorum is present, a majority of the members present may adjourn the meeting from time to time without further notice.

7.5 Voting

Only Voting members in good standing, and present, shall be eligible to vote at the Annual Membership Meeting or special meetings of the GASP. Each voting member shall be entitled to one vote on each matter submitted to a vote of the members. When an action, other than the election of Directors, is to be taken by a vote of the members, it shall be authorized by a majority of the votes cast by the members entitled to vote, unless a greater vote is required by statute. Directors shall be elected by a plurality of votes cast at any election. No member may vote by proxy.

7.6 Joint Meetings

Joint meetings may be held with appropriate societies at the discretion of the Board of Directors.

Article VIII. Special Corporate Acts

8.1 Contracts and Conveyances.

The Board of Directors may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these bylaws, to execute any contract, conveyance, mortgage or other instrument on behalf of the corporation, or may ratify or confirm any execution. When the execution of any instrument has been authorized without specification of the executing officers or agents, the chairperson, the president or any vice president, and the secretary or treasurer may execute the same on behalf of the corporation and may affix the corporate seal thereto.

8.2 Orders for Payment of Money.

All checks, drafts, or orders for the payment of money, notes, bonds or other evidences of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, or such other person or persons as shall from time to time be determined by resolution of the Board of Directors.

8.3 Gifts.

The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for general purposes or for any special purpose of the corporation.

Article IX. Indemnification

9.1 In the event a Director or Officer shall be named a party to litigation or any claim or allegation is made against a Director or Officer arising directly as a result of the Director's act or omissions or alleged acts or omissions as a member of the Board of Directors which required the Director to defend said litigation, claim or allegation, or pay any financial damages resulting there from, the affected Director or Officer shall be held harmless and indemnified by the GASP for all costs of defense, liability or financial damages that result from such litigation, claim or allegation. This By-Law shall be applicable insofar as it is not in conflict with federal or state statute or common law.

**Article X.
Dues**

10.1 Annual Dues.

The Board of Directors may determine from time to time the amount of initiation fee, if any, and annual dues payable to the corporation by members of each class.

10.2 Payment of Dues.

Dues shall be payable on the date of application for membership to the corporation and thereafter on January 1 of the following year; however, any new member who joins between October 1 and December 31 shall be entitled to membership through December 31 of the following year upon payment of the annual dues. There will be no prorating of dues for partial years.

**Article XI.
Fiscal Year**

11.1 The fiscal year of the corporation shall begin on the first day of January and end on the last day of December in each year.

**Article XII.
Distribution of Assets upon Dissolution**

12.1 Distribution of Assets upon Dissolution.

Upon the dissolution of the corporation, all assets remaining after paying or making provision for payment of all the liabilities of the corporation, shall be distributed exclusively to any corporation or corporations as the Board of Directors shall determine, provided that such corporation or corporations are operated exclusively as an exempt organization or organizations under section 501(C)(3) of the Internal Revenue Code of 1986. Any assets not so disposed of shall be disposed of by the Circuit Court, or its equivalent, of the county in which the corporation has its principal office at the time of dissolution, exclusively for such purposes or to such organization or organizations, as the Court shall determine, that are organized and operated exclusively for such purposes.

**Article XIII.
Books and Records**

13.1 Maintenance of Books and Records.

The GASP shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and Committees having any authority of the Board of Directors, and shall keep at its principal office designated by the Board of Directors.

13.2 All books and records of the GASP may be inspected by any Director, or his/her attorney, for any proper purpose at any reasonable time.

**Article XIV.
Amendments to Bylaws**

14.1 Amendments to the Bylaws may be proposed by a majority of the Board of Directors, or by a petition from at least ten percent (10%) of the Active members in good standing of the GASP. In the event of a properly proposed amendment, the Board of Directors will prepare a ballot containing the proposal and send it to the Active members of the GASP. The ballot shall provide a reasonable period of time, not to exceed thirty (30) calendar days in which it is to be returned. An amendment is adopted when it receives the vote of more than a two-thirds (2/3) majority of the returned ballots before the expiration of the specified time.

**Article XV.
Discipline**

15.1 Any member of the GASP may be censured, placed on probation, suspended or expelled under the following circumstances after due notice and hearing set forth below:

- (a) For violation of the bylaws of the GASP
- (b) For acts of serious misconduct which bring discredit to either the GASP or the Sleep Technology Profession.
- (c) If a member has been convicted, adjudged or otherwise recorded as guilty by any court of a competent jurisdiction of a felony or a crime involving moral turpitude.
- (d) If a member has been adjudged guilty of violation of law or regulation relating to his or her practice of sleep technology by an administrative agency of the government.

15.2. Notification and Hearing

- (a) The accused member shall be notified in writing by certified mail of the charges made against him/her and offered the opportunity to respond in writing within 15 days of receipt of notice. The notice shall include a summary of the reasons for the proposed probation, suspension or expulsion.
- (b) A hearing of any charges shall be promptly conducted by the Board of Directors at such time and such place as it determines, but in no event may the hearing be conducted until at least 15 days after the accused has been notified by certified mail of the charges and the time and place of the hearing and less than five days before the effective date of the probation, suspension or expulsion.
- (c) The Board of Directors may have administrative and legal council at their own expense present at any hearing to advise it. At the discretion of the Board of Directors, the complainant and/or the accused may have legal council present with them, but any such legal council may be excluded from attending or participating in the proceedings at any time at the discretion of the Board of Directors.
- (d) A comprehensive record of the hearing must be made. The decision of the Board of Directors shall be by two-thirds (2/3) majority vote by secret ballot. A report shall be made in writing containing the findings and the recommended disciplinary action, if any.
- (e) The decision concerning the accused shall be, to acquit, to censure, to place on probation, to suspend or to expel. The President shall promptly transmit copies of the decision to the accused by certified mail and to other parties involved at the President's discretion.
- (f) In any event, disciplinary procedures will be in accordance with federal and state laws in effect at the time a complaint or action is received or deemed necessary.
- (g) A proceeding challenging a termination, expulsion or suspension, including a proceeding in which defective notice is alleged, must begin within one year after the effective date of the expulsion or suspension.

15.3. Reinstatement

On written request signed by a former member and filed with the Secretary, the Board of Directors, by the affirmative vote of two-thirds (2/3), may reinstate such former member to membership on such terms as the Board of Directors may deem appropriate.

Article XVI. Elections

16.1 The Board of Directors shall request and receive nominations for members of the GASP, in good standing, for the positions of President-Elect, Treasurer or Secretary and Directors. After receiving said nominations, the Board of Directors will approve these nominations for vacant positions on the Board. In the case of Directors and Officers, the nominees will be submitted to the Active members in good standing for vote by mail ballot or by electronic voting system at least sixty (60) days but no more than ninety (90) days, prior to the annual membership meeting. The nominee for each office receiving the largest number of votes cast shall be declared elected to office. The newly elected officials shall be so notified by the Board of Directors at least two (2) weeks prior to the Annual Membership Meeting.

Article XVII Miscellaneous

17.1 The current Robert's Rules of Order shall be the parliamentary authority when not in conflict with the Bylaws of the GASP.