

**AMENDED & RESTATED
BYLAWS OF
CONNECTICUT STATE SOCIETY OF ANESTHESIOLOGISTS, INCORPORATED**

**ARTICLE 1
NAME AND PRINCIPAL OFFICE
OF THE CORPORATION**

1.1. **Name:** The name of the corporation is Connecticut State Society of Anesthesiologists, Incorporated (hereinafter the "Corporation").

1.2. **Principal Office:** The principal office of the Corporation shall be located at _____, Connecticut 06____, or at such other location(s) as established by the Executive Board from time to time.

**ARTICLE 2
MEMBERS**

2.1. **Categories of and Qualifications Required for Membership:** The Corporation shall have five (5) classes of members: Active Members, Affiliate Members, Resident Members, Medical Student Members and Retired Members.

(a) Active Membership shall be open to those Doctors of Medicine or Osteopathy who:

(1) are licensed to practice medicine in the State of Connecticut;

(2) have successfully completed a training program in anesthesiology, accredited by Accreditation Council for Graduate Medical Education (ACGME) or equivalent organization or the American Osteopathic Association; and

(3) are Active Members of the American Society of Anesthesiologists, but not a member of any other component society of the American Society of Anesthesiologists.

(b) Affiliate Membership shall be open to:

(1) physicians not in the clinical practice of anesthesiology;

(2) scientists who, while not engaged in administering clinical anesthesia to humans, are nevertheless interested in anesthesiology;

(3) physicians who are in the service of the United States Government (other than those employed by the United States Veterans Administration); and

(4) physicians who resides outside the United States and are not a member of any other component society of the American Society of Anesthesiologists.

(c) Resident Membership shall be open to physicians in full time training in an anesthesiology department whose core residence program is accredited by the Accreditation Council for Graduate Medical Education (ACGME) or the American Osteopathic Association. Resident Membership is limited to a period not to exceed four (4) years.

(d) Medical Student Membership shall be open to students enrolled on a full-time basis in an approved medical school. Medical Student Membership is limited to a period not to exceed ____ () years.

(e) Retired Membership shall be open to:

(1) physicians who have been Active Members for ten (10) or more years and have retired from the practice of Anesthesiology; and

(2) Active Members, upon their request, who are disabled and unable to engage in the practice of their profession for one (1) year or more due to such disability. When the Retired Member resumes the active practice of medicine such Retired Member shall notify the Secretary and thereupon be reinstated as an Active Member.

2.2. Applications for Membership:

(a) Completed Membership Applications for all Membership categories shall be forwarded to the Secretary for presentation to the Executive Board for final approval.

(b) Applications for Active Membership shall be endorsed by two (2) Active Members who are personally acquainted with the applicant.

(c) Applications for Resident Membership shall be endorsed by an Active Member who is directly connected with the applicant's training and approved by Chairman of the Committee on Membership.

2.3. Membership Voting Rights: Active Members shall be entitled to vote for the officers of the Corporation and to vote on any amendments to the Certificate and the Bylaws of the Corporation, as provided for herein as the same may be amended from time to time. In addition, Active Members are entitled to vote on matters as otherwise designated herein. All other categories of Membership shall not have any right to vote except as otherwise provided by the laws of the State of Connecticut.

2.4. Place of Meetings: Annual and special meetings of the Members shall be held at the principal office of the Corporation or at such other place within or without the State of Connecticut, as may be determined by the Executive Board and designated in the notice of the meeting. A waiver of notice signed by all Members entitled to vote at a meeting may designate any other place as the place for holding such meeting.

2.5. **Annual Election Meeting:** A meeting of the Members for the election of officers of the Corporation, and for the transaction of such other business of the Members as may come before the meeting, shall be held in the month of June or as determined by the Executive Board in each year, on a date and at a time and place determined by the Executive Board (the "Annual Election Meeting"). If the Annual Election Meeting is not held as herein prescribed, the existing slate of officers shall remain in office, and the election of officers may be held at any meeting thereafter called pursuant to these Bylaws or otherwise lawfully held.

2.6. **Annual Business Meeting:** A meeting of the Members for the conduct of general business as determined by the Executive Board and for the transaction of such other business of the Members as may come before the meeting, shall be held in the month of September or as determined by the Executive Board in each year, on a date and at a time and place determined by the Executive Board (the "Annual Business Meeting").

2.7. **Special Meetings:** Special meetings of the Members, for any purpose or purposes, unless otherwise prescribed by statute, may be called by the President or the Executive Board. The President, upon written request of the holders of not less than a majority of all the Members entitled to vote, shall call a special meeting of the Members for the purposes specified in such request. If the President does not within fifteen (15) days after the receipt of such Members' request call such meeting, the Members may call same. The general purpose or purposes for which a special meeting is called shall be stated in the notice thereof and no other business shall be transacted at the meeting.

2.8. **Notice of Meeting:** Written or printed notice stating the place, day, and hour of Annual Election Meeting and the Annual Business Meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than ten (10) nor

more than sixty (60) days before the date of the meeting shall be by mail, e-mail or fax and at the discretion of the Secretary to each Member of record entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the Member at his or her address as it appears on the membership record of the Corporation, with postage thereon prepaid. Any matter relating to the affairs of the Corporation may be brought up for action at the Annual Election Meeting or the Annual Business Meeting, whether or not stated in the notice of the meeting, provided, unless stated in the notice of the meeting, no Bylaw may be brought up for adoption, amendment or repeal and no matter, other than the election of officers, may be brought up which expressly requires the vote of Members.

2.9. **Waiver of Notice:** Notice of any Members' meeting may be waived in writing by any Member either before or after the time stated therein and, if any person present at a Members' meeting does not protest, prior to or at the commencement of the meeting, the lack of proper notice, such person shall be deemed to have waived notice of such meeting.

2.10. **Record Date:** For the purpose of determining Members entitled to notice of or to vote at any meeting of Members or any adjournment thereof, or in order to make a determination of Members for any other proper purpose, the Executive Board shall fix in advance a date as the record date for any such determination of Members, such date in any case to be not earlier than the date such action is taken by the Executive Board and not more than thirty (30) days, and in the case of a meeting of Members, not less than ten (10) full days, immediately preceding the date on which the particular event is about to occur. If no record date is fixed for the determination of Members entitled to notice of or to vote at a meeting of Members, the date on which notice of the meeting is mailed or the date on which the resolution of the Executive Board is adopted, shall be the record date for such determination of Members. The record date is

effective as of the close of business on such date. When a determination of Members entitled to vote at any meeting of Members has been made as provided in this section, such determination shall apply to any adjournment thereof which is thirty (30) days or less.

2.11. **Voting Lists and Inspection:** The Secretary of the Corporation shall make, or cause to be made, at least ten (10) days before each meeting of Members, a complete list or other equivalent record of the Members entitled to vote at such meeting, arranged in alphabetical order, with the address of each Member. Such list or other equivalent record shall, for a period of ten (10) days prior to such meeting, be kept on file at the principal office of the Corporation and shall be subject to inspection by any Members during usual business hours for any proper purpose in the interest of the Member or of the Corporation. Such list or equivalent record shall also be produced and kept open to such inspection during the whole time of the meeting and shall be prima facie evidence as to the Members entitled to inspect such list or other equivalent record.

2.12. **Quorum and Adjournment of Members' Meetings:** At any meeting of Members, at least two thirds (2/3rds) of the outstanding Members of the Corporation entitled to vote at such meeting and represented in person or by proxy shall constitute a quorum unless the representation of a larger number shall be required by law, and, in that case, the representation of the number so required shall constitute a quorum. If a larger number shall be required by law and less than said number of the Members are represented at a meeting, a majority of the Members so represented may adjourn the meeting from time to time without further notice until a quorum is present or represented, at which time any business may be transacted which might have been transacted at the meeting as originally noticed provided the adjournment does not

exceed thirty (30) days. At the adjourned meeting, the Corporation may transact any business that might have been transacted at the original meeting.

2.13. **Voting:** At each meeting of the Members, every Member entitled to vote shall have one (1) vote as of the record date for said meeting. Upon the demand of any Member entitled to vote, the vote upon any question before the meeting shall be by ballot. All questions shall be decided by majority vote of those Members entitled to vote except as otherwise provided by these Bylaws, the Certificate of Incorporation, or laws of the State of Connecticut.

2.14. **Proxies:** All proxies shall be in writing and shall be filed with the Secretary of the Corporation before being voted. A proxy shall not be voted or acted upon after eleven (11) months from its date of execution unless it specifies a longer length of time for which it is to continue in force or limits its use to a particular meeting not yet held. A duly executed proxy shall be irrevocable if it states that it is irrevocable and if it is coupled with an interest sufficient in law to support an irrevocable power.

2.15. **Irregular Members' Meetings:** Actions taken at any meeting of Members, however called and with whatever notice, if any, are as valid as though taken at a meeting duly called and held with notice if:

(a) all Members entitled to vote were present in person or by proxy and no objection to holding the meeting was made by any Member; or

(b) a quorum was present, either in person or by proxy, and no objection to holding the meeting was made by any Member entitled to vote and not present, and if, either before or after the meeting, each of the persons entitled to vote, not present in person or by proxy, signs a written waiver of notice, or a consent to the holding of the meeting, or an approval of the action taken as shown by the minutes thereof. All such waivers, consents or approval shall be filed

with the corporate records or be made a part of the minutes. The absence from the minutes of any indication that a Member objected to holding the meeting shall prima facie establish that no such objection was made.

2.16. **Order of Business:** The order of business at any meeting of the Members shall be established by the Executive Board.

2.17. **Membership Dues:** To maintain Membership status, Members are required to pay Membership Dues that shall be a flat fee at a rate that shall be determined by the Executive Board payable annually. The current rate schedule shall be maintained by the Corporation and provided by mail on request. The rate schedule shall be disclosed to the membership not less than ninety (90) days prior to the due date. Members who fail to pay their dues within thirty (30) days from the time such dues becomes due may be deemed delinquent by an officer selected by the Executive Board. If full payment is not made within the next succeeding thirty (30) days the delinquent member may, without further notice and without hearing, be dropped from the rolls and thereupon forfeit all rights and privileges of membership. The Executive Board may prescribe procedures for extending the time for payment of dues and continuation of membership privileges upon request of a Member and for good cause shown.

2.18. **Removal:** In addition to the provisions of Section 2.17, any Member may be removed, if any of the following apply:

- (a) member is expelled from membership in his or her county medical society;
- (b) member is guilty of conduct unbecoming a physician;
- (c) member is found guilty in a court of law of a felony or an offense involving moral turpitude; or

(d) a two-thirds (2/3rds) majority vote of the Members entitled to vote at a meeting of the Members duly called for such purpose.

Reinstatement for any Member removed as provided herein shall be reinstated only application in the same manner as for original membership. All rights, powers and privileges of the Member to be removed shall cease upon the effective date of the removal.

2.19. **Resignation:** Any Member may resign at any time by giving written notice to the Executive Board or to the President or Secretary of the Corporation. Any such notice shall take effect as of the date of the receipt of such notice or at any later time specified therein. The acceptance of such resignation shall not be a condition precedent necessary to its effectiveness. All rights, powers and privileges of the resigning Member shall cease upon the effective date of the resignation.

ARTICLE 3

EXECUTIVE BOARD

3.1. **Number and Election:** The Executive Board shall be comprised of the officers of the Corporation, the chairmen of each standing committee of the Corporation, the Delegates and the Alternate Delegates and such other members as may be appointed by the Executive Board from time to time. The Executive Board may elect a Chairman from among its members.

3.2. **Powers:** The Executive Board shall have the exclusive control and power to manage the activities, property and affairs of the Corporation and shall determine the manner in which the funds of the Corporation, both principal and income, shall be applied within the limitations of the Certificate of Incorporation, the Internal Revenue Code of 1986, as amended

(the "Code") and the laws of the State of Connecticut. The Executive Board shall have the ultimate power to approve prospective members as Members of the Corporation.

3.3. **Term:** Each member of the Executive Board shall hold office for a term commensurate with their term of office as an officer of the Corporation, a chairman of a standing committee of the Corporation or a Delegate or Alternate Delegate or, in the case of any other member of the Executive Board, for a term determined by the Executive Board upon such member's appointment thereto.

3.4. **Meetings:** Regular and special meetings of the Executive Board, or any committee thereof, shall be held at such time and place as may be set forth in the notice thereof, provided that at least two (2) days advance notice (in writing or otherwise) of every meeting shall be given to each director or member of a committee other than meetings held in conjunction with the Annual Election Meeting or the Annual Business Meeting. Any member of the Executive Committee may waive notice of a meeting by an instrument in writing filed with the records of the meeting. Any action required or permitted to be taken at any meeting of the Executive Board, or of any committee thereof may be taken without a meeting, if all members of the Executive Board or the committee, as the case may be, consent thereto in writing, and such written consent is filed with the minutes of the proceedings of the Executive Board or committee. Meetings may be held by means of conference telephone or similar communications equipment enabling all directors participating in the meeting to identify and listen to one another.

3.5. **Quorum.** At all meetings of the Executive Board, one-half (1/2) of the members thereof shall constitute a quorum for the transaction of business and the act of a majority of the members present at any meeting at which there is a quorum shall be the act of the Executive Board, except as may be otherwise expressly required by statute or herein. If a quorum is not

present at any meeting of the Executive Board, the members thereof present may adjourn the meeting from time to time, without notice other than announcement, until a quorum shall be present or available.

3.6. **Removal:** Any member of the Executive Committee (other than an officer of the Corporation) may be removed with or without cause at a meeting of the Members duly called for such purpose by a two-thirds (2/3rds) majority vote of the Members entitled to vote. Any member of the Executive Committee who holds office by virtue of their status as an officer of the Corporation, a chairman of a standing committee or a Delegate or Alternate Delegate shall automatically cease to be a member of the Executive Committee if they are removed as an officer of the Corporation, a chairman of a standing committee, a Delegate or an Alternate Delegate.

3.7. **Resignation:** Any member of the Executive Board may resign at any time by giving written notice to the Executive Board or to the President or Secretary of the Corporation. Any such notice shall take effect as of the date of the receipt of such notice or at any later time specified therein. The resignation of any member of the Executive Committee as an officer, chairman of a standing committee, Delegate or Alternate Delegate shall also constitute their resignation as a member of the Executive Committee. The acceptance of such resignation shall not be a condition precedent necessary to its effectiveness.

3.8. **Vacancy:** If the office of any member of the Executive Board shall become vacant by reason of death, resignation, disability, retirement, disqualification, removal from office, or for other cause, the remaining members of the Executive Board, even if less than a quorum, shall, in accordance with the Certificate of Incorporation, elect a successor(s) for the unexpired term of each such member; provided, however, that if the vacancy is in a position held

by an officer of the Corporation, a chairman of a committee, a Delegate or an Alternate Delegate, then such vacancy shall be filled as otherwise provided in these By-laws.

3.9. **Compensation:** No member of the Executive Board shall receive any compensation for his or her services in such capacity, but any member of the Executive Board may be reimbursed by the Corporation for his or her reasonable out-of-pocket expenses and disbursements on behalf of the Corporation.

3.10. **Contract Administration Services, Executive and Staff:** The Executive Board shall employ staff as necessary for the effective administration of the Corporation. The administration and management of the association may be conducted by professional staff, employed or contracted by and directly responsible to, the Executive Board. The senior staff executive shall have the title of Executive Director or such other title as the Executive Board shall designate. The Executive Director shall be responsible for the management and direction of all operations, programs, activities, and affairs of the Corporation, including employment and termination of employment, and the determination of compensation of members of the staff and supporting personnel, functioning within the framework of policy aims and programs as generally determined by the Executive Board. The Executive Director shall have such other duties as may be prescribed by the Executive Board. These services may, at the discretion of the Executive Board be obtained by direct employment or contracted from an association management services vendor.

ARTICLE 4
COMMITTEES

4.1. **In General:** The Executive Board shall have an Executive Committee, a Nominating Committee, a Committee on Programs, a Committee on Membership, a Placement Committee, and such other standing and ad hoc committees as approved by resolution passed by a majority of the Executive Board. Such committee(s), except as set forth in Section 33-1101 of the Connecticut General Statutes, as amended, or as set forth in any successor statute, shall have the powers and duties stated herein or as the Executive Board deems desirable.

4.2. **Committee Members:** Except as otherwise provided in these Bylaws, the members of such committee(s) shall be elected by the Executive Board, shall enjoy such voting rights as may be designated by the Executive Board and shall serve at the pleasure of the Executive Board. Except as otherwise provided in these Bylaws, committee members need not be members of the Executive Board; provided, however, that each committee shall have at least two (2) members of the Executive Board within its membership.

4.3. **Committee Meetings:** A majority of the voting members of any committee, standing or temporary, shall constitute a quorum and the affirmative vote of a majority of such quorum shall be sufficient to conduct any business or pass any measure, except when the Certificate of Incorporation, these Bylaws, Section 33-119 of the Connecticut General Statutes or other applicable law requires a greater number of votes, in which case an action shall be the action of the committee only when approved by the affirmative vote of such greater number of committee members. Except as otherwise provided herein, meetings of any committee shall be called at the discretion of the Chair or the Chairman of such committee provided that at least two (2) days advance notice, in writing or otherwise, of every meeting shall be given to each member

of the committee. Any committee member may waive notice of a meeting by an instrument in writing filed with the records of the meeting or by attendance at the meeting without protest. Action may be taken without a meeting in accordance with Section 33-1107 of the Connecticut General Statutes by written consents signed by all the members of the committee describing the action to be taken.

4.4. **Executive Committee:** The Executive Committee shall be empowered to act for the Executive Board in the exercise of its routine powers in connection with the ordinary business and affairs of the Corporation during the interval between meetings of the Executive Board, except that it shall not modify any action taken by the Executive Board, and all Executive Committee actions shall be reported at the next regular meeting of the Executive Board. The Executive Committee shall include as voting members the following officers of the Corporation: the President (who shall also be the Chair of the Executive Committee), the Vice President, the Secretary and the Treasurer. The Executive Director shall be a non-voting member of the Executive Committee. Meetings of the Executive Committee shall be called at the discretion of the President provided that at least two (2) days advance notice, in writing or otherwise, of every meeting shall be given to each member of the Executive Committee. The Executive Committee shall be responsible for all questions involving rights and standing of Members, in relation to other Members, or to the Corporation. All questions of an ethical nature brought before the Corporation shall be referred to Ethical Committee who shall hear and decide all questions of discipline. All decisions on such matters shall be final, except as is otherwise provided in the Certificate and these Bylaws. An appeal from the ruling of the Executive Committee may be made to the Membership at a special meeting called for that purpose. Notice shall be provided to the Membership in the manner set forth in Section 2.7.

4.5. **Nominating Committee:** The Nominating Committee shall be responsible for the nomination of officers for election and for the identification and nomination of prospective new members of the Executive Board and shall assist the Executive Board in its overall responsibilities with respect to the governance of the Corporation by making recommendations as to the Corporation's bylaws, the composition and performance of the Executive Board and its committees and as may otherwise be requested by the Executive Board. The Nominating Committee shall consist of at least two (2) members of the Executive Board. The Nominating Committee shall also have as members the Immediate Past President, as Chairperson of the Nominating Committee, and the President. The Chairperson of the Nominating Committee will be responsible for presiding over and calling its meetings. At least two (2) days advance notice, in writing or otherwise, of every meeting shall be given to each member of the Nominating Committee.

4.6. **Committee on Programs:** The Committee on Programs shall be responsible for planning, preparing and securing the scientific program for the Annual and regular meetings of the Membership and also to make arrangements for the location of meetings of the Membership. The Committee on Programs shall also be responsible for assisting in the provision of postgraduate education and anesthesiology and related medical and scientific fields to the Membership and to other practitioners of medicine and scientists. The Committee on Programs shall consist of at least two (2) members of the Executive Board. The Committee on Programs shall elect its own Chairman who will be responsible for presiding over and calling its meetings. At least two (2) days advance notice, in writing or otherwise, of every meeting shall be given to each member of the Committee on Programs.

4.7. **Committee on Membership:** The Committee on Membership shall be responsible for investigating applicants for Membership, recommending applications for Membership and encouraging qualified members of the medical profession to apply for Membership. The Committee on Membership shall consist of at least two (2) members of the Executive Board. The Committee on Membership shall elect its own Chairman who will be responsible for presiding over and calling its meetings. At least two (2) days advance notice, in writing or otherwise, of every meeting shall be given to each member of the Committee on Membership.

4.8. **Placement Committee:** The Placement Committee shall be responsible for correlating all information regarding openings for anesthesiologists in the State of Connecticut and making such information available to the Membership. The Placement Committee shall consist of at least two (2) members of the Executive Board. The Placement Committee shall elect its own Chairman who will be responsible for presiding over and calling its meetings. At least two (2) days advance notice, in writing or otherwise, of every meeting shall be given to each member of the Placement Committee.

4.9. **Removal:** Any member of a committee may be removed from office by a two-thirds (2/3) vote of the Executive Board with or without cause at a meeting of the Executive Board duly called for such purpose.

4.10. **Resignation:** Any committee member may resign at any time by giving written notice to the Chairman of such committee, the Executive Board, the President or the Secretary. Any such notice shall take effect as of the date of the receipt of such notice or any later time specified therein. The acceptance of such resignation shall not be a condition precedent necessary to its effectiveness.

4.11. **Limitation on Committees:** Notwithstanding any provision of this Article or these Bylaws to the contrary, no Committee shall have any power to:

- (a) Fill vacancies on the Executive Board or any of its Committees;
- (b) Amend the Certificate of Incorporation
- (c) Adopt, amend or repeal the Bylaws;
- (d) Approve a plan of merger, approve a sale, lease, exchange or other disposition of all, or substantially all, of the property of the Corporation, other than in the usual and regular course of affairs of the Corporation; or
- (e) Approve a proposal to dissolve the Corporation.

The President will be an "ex-officio" member of all standing and ad hoc committees; provided, that the President may appoint a designee to attend meetings of committees.

4.12. **Advisory Committees or Councils:** Nothing in this Article shall preclude the President from appointing one or more persons, including a member of the Executive Board and other persons, to act as Advisory Committees or Councils to the Executive Board with no powers to act on behalf of the Corporation.

ARTICLE 5

OFFICERS

5.1. **Executive Officers:** The Corporation may have as executive officers a President, a Vice President, Immediate Past President, a Secretary and a Treasurer, each of whom shall be elected by the Executive Board. The Executive Board may, in its discretion, create from time to time such other offices as it deems necessary and advisable for the carrying on of the business of the Corporation. The President shall be selected from among the members of the Executive Board of the Corporation. The Vice President, the Secretary (and any Assistant Secretary appointed from time to time) and the Treasurer may, but are not required to be members of the Executive Board.

5.2. **Powers:** The officers shall have the respective powers and duties which customarily appertain to or are incidental to their respective offices, including but not limited to those set forth hereinafter, and, in addition, such powers and duties as the Executive Board may from time to time designate and confer.

5.3. **President:** The President shall have the responsibility for the day-to-day management of the activities of the Corporation subject to the control of the Executive Board. Unless otherwise delegated by the Executive Board to a chairman, the President shall preside at meetings of the Executive Board and perform such other duties as the Executive Board may prescribe. The President shall execute bonds, mortgages and other contracts requiring a seal, under the seal of the Corporation, except where required or permitted by law to be otherwise signed and executed and except where the signing and execution thereof shall be expressly delegated by the Executive Board to some other Officer or agent of the Corporation. The

Executive Board retains the right to contract out certain obligations of the President to the Executive Director. The President shall not be permitted to serve consecutive terms.

5.4. **Vice President:** The Vice President, if a Vice President is appointed, shall perform the duties of the President in the absence of the President or in the event of the President's inability or refusal to act.

5.5. **Immediate Past President:** The Immediate Past President shall assist the President and the Executive Board in transition and continuation of previous programs as appropriate.

5.6. **Secretary:** Unless otherwise delegated to another officer by the Executive Board, the Secretary shall give all notice(s) of meetings of the Executive Board and all meetings of the Members and shall keep true and complete records of the proceeds of all such meetings. The Secretary shall be custodian of the seal and records of the Corporation and shall file any written consents to corporate action together with such records. The Secretary shall also perform such other duties as the Bylaws may provide or as the Executive Board may prescribe.

5.7. **Treasurer:** The Treasurer, if a treasurer is appointed, shall keep correct and complete records of account accurately showing at all time the financial condition of the Corporation. Subject to the direction of the Executive Board, the Treasurer shall be the legal custodian of all monies, notes, securities, and other valuables that may from time to time come into the possession of the Corporation. The Treasurer shall promptly deposit in the name of the Corporation all funds of the Corporation coming into the Treasurer's hands in the depository or depositories as may be designated by the Executive Board.

5.8. **Assistant Secretary:** If the position of Assistant Secretary is at any time established by the Executive Board, the Assistant Secretary shall assist the Secretary from time to time as requested by the Secretary in furtherance of the Secretary's duties.

5.9. **Term:** Each Officer shall hold office for a one (1) year term (or until a successor is chosen), or, if appointed or elected to fill a vacancy, for the balance of the term of the Officer which he or she is replacing. Unless otherwise provided herein, Officers are permitted to serve consecutive terms.

5.10. **Compensation:** The compensation of the officers, agents and employees shall be such as may from time to time be fixed by the Executive Board or by the President, if the Executive Board shall have conferred such authority upon the office of the President; but no officer, associate, agent or employee of the Corporation shall at any time receive or be entitled to receive any compensation or any pecuniary profit from the operations of the Corporation, except as to reasonable compensation for services actually rendered to or on behalf of the Corporation.

5.11. **Removal:** Any officer may be removed, with or without cause, from such office by a two-thirds (2/3rds) vote of the majority of the disinterested members of the Executive Board at a meeting of the Executive Board called for such purpose.

5.12. **Resignation:** Any officer may resign at any time by giving written notice to the Executive Board or to the President or Secretary of the Corporation. Any such notice shall take effect as of the date of the receipt of such notice or at any later time specified therein. The acceptance of such resignation shall not be a condition precedent necessary to its effectiveness.

5.13. **Vacancy:** In the event of resignation, retirement, disqualification, death, disability or removal from office, for any reason whatsoever, of any officer of the Corporation, the vacancy so created shall be filled by the Executive Board.

ARTICLE 6

DELEGATES AND ALTERNATES

6.1. **Election:** At the Annual Business Meeting, the Executive Board shall elect such number of delegates ("Delegates") and their alternates ("Alternate Delegates") as the Corporation is permitted to elect to represent the Corporation in the House of Delegates of the American Society of Anesthesiologists, Inc. The Executive Board shall have the right, but not the obligation, to subject the election of one or more Delegates or Alternate Delegates to a vote of the Active Members at the Annual Business Meeting.

6.2. **Responsibilities:** Delegates are charged with the responsibility of attending each meeting of the House of Delegates of the American Society of Anesthesiologists, Inc. In the event a Delegate is unable to attend a meeting or session of the House of Delegates of the American Society of Anesthesiology, Inc., any elected Alternate Delegate shall be eligible to serve in his or her place during that meeting or session. In the event that neither a Delegate nor any qualified Alternate Delegates are unable to attend a meeting or session of the House of Delegates, the President is authorized to appoint a substitute representative for such meeting or session. Delegates and Alternate Delegates shall, whenever possible, counsel with the Executive Committee of this Society on all matters pending in the House of Delegates of the American Society of Anesthesiologists, Inc.

6.2. **Term of Delegate:** Each Delegate shall hold office for a three (3) year term (or until a successor is chosen), or, if appointed or elected to fill a vacancy, for the balance of the term of the Delegate which he or she is replacing.

6.2. **Term of Alternate Delegate:** Each Alternate Delegate shall hold office for a one (1) year term (or until a successor is chosen), or, if appointed or elected to fill a vacancy, for the balance of the term of the Alternate Delegate which he or she is replacing.

ARTICLE 7

GENERAL PROVISIONS

7.1. **Administration:** All checks, drafts and other instruments for the payment of money and all instruments of transfer of securities shall be signed in the name and on behalf of the Corporation by any officer, unless limited from time to time by the Executive Board. All instruments of transfer of personal or real property and all contracts and agreements shall be signed by any officer, unless limited from time to time by the Executive Board, or by one (1) or more agents as the Executive Board shall direct and authorize.

7.2. **Seal:** The corporate seal shall be circular in form, shall have inscribed thereon the name of the Corporation and the words "Seal" and "Connecticut." The seal may be used by causing it, or a facsimile thereof, to be impressed or affixed or in any manner reproduced.

7.3. **Fiscal Year:** The fiscal year of the Corporation shall end on the last day of December in each year unless otherwise determined by the Executive Board.

7.4. **Indemnification:** Every person who is or shall be or shall have been a member of the Executive Board or officer of the Corporation shall be indemnified by the Corporation as provided in Sections 33-1117 and 33-1122, respectively, of the Connecticut General Statutes (the Revised Nonstock Corporation Act of the State of Connecticut) and any successor statute, in each case as limited by Section 33-1121 thereof.