



The Connecticut State Society  
of Anesthesiologists

CSSA

**BYLAWS  
OF  
CONNECTICUT STATE SOCIETY OF ANESTHESIOLOGISTS, INC**

As amended and adopted June 24, 2020

**ARTICLE 1**

**Name**

1.1 The name of this corporation is the Connecticut State Society of Anesthesiologists, also referred to as the 'CSSA' or 'the Society.'

**ARTICLE 2**

**Purpose**

2.1 The CSSA has not been formed for the making of any profit, or personal financial gain. The assets and income of the organization shall not be distributable to, or benefit the trustees, directors, or officers or other individuals. The assets and income shall only be used to promote corporate purposes as described below. Nothing contained herein, however, shall be deemed to prohibit the payment of reasonable compensation to employees and independent contractors for services provided for the benefit of the organization. This organization shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax. The organization shall not endorse, contribute to, work for, or otherwise support (or oppose) a candidate for public office. The organization is organized exclusively for purposes subsequent to section 501(c)(6) of the Internal Revenue Code.

2.2 It shall be the purpose of the Society to associate and affiliate into one organization all the reputable doctors of medicine in the State of Connecticut who are engaged in the practice of, or are otherwise interested in the medical specialty of anesthesiology; to encourage specialization in this field and in other ways make available to more people the benefits to be derived from the services of qualified anesthesiologists; to raise the standards of the specialty by fostering and encouraging 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 interests of its members, and in all ways to develop and further the specialty of anesthesiology for the general elevation of the corporate purposes as detailed herein; to carry on such organization functions and activities as are deemed necessary to effectively accomplish the above purposes: PROVIDED, however, that the Society shall engage in no activities that cannot be construed as relevant, incidental, or necessary to its charitable, educational, and scientific purposes. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a

corporation exempt from Federal income tax under section 501(c)(6) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

2.3 The organization may be dissolved only with authorization of its Board of Directors given at a special meeting called for that purpose, and with the subsequent approval by no less than two-thirds (2/3) vote of the members, in person or by proxy.

2.4 Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the remaining assets of the corporation to such organization or organizations organized under section 501 (c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) as shall at that time have purposes substantially similar to those of the Corporation, as the Board of Directors shall determine.

### **ARTICLE 3 MEMBERSHIP**

3.1 Membership in the Society is a privilege and not a right.

3.2 There shall be five classes of membership:

3.21 **Active member:**

A physician who is engaged in the practice of, or who is especially interested in the medical specialty of anesthesiology, who has successfully completed a training program in anesthesiology, who has a degree of Doctor of Medicine, Bachelor of Medicine, or Doctor of Osteopathy, who is licensed to practice medicine, whose location of principal professional activity is in the state of Connecticut, and who is an Active member of the American Society of Anesthesiologists, shall be eligible to become an Active member.

3.22 **Resident member:**

A physician in training in an accredited anesthesiology residency in the state of Connecticut shall be eligible to become a Resident member.

3.23 **Retired member:**

A doctor of medicine who shall have been an active member of the Society in good standing for a period of at least ten years and who shall have attained the age of 65 years, or shall have become permanently disabled or shall have ceased the practice of medicine, shall be eligible to become a Retired member, provided, however, that the Board of Directors may at its discretion modify the time and age requirements, and that Retired membership status shall terminate upon resumption of professional activity.

3.24 **Affiliate member:**

A physician or other scientist who is especially interested in the field of anesthesiology, but who does not fulfill the requirements for inclusion in other categories.

3.25 **Honorary member:**

A doctor of medicine or scientist who shall have rendered years of faithful service to the Society, or who has made a significant contribution to anesthesiology, or who has attained exceptional eminence in anesthesiology, shall be eligible to become an Honorary

3.3 **Application for membership**

Application for membership in the Society shall be submitted to the American Society of Anesthesiologists, Inc (ASA, Inc.). Applications may be required to produce a copy of

the applicant's license to practice medicine in the state of Connecticut, if requested by the Secretary. If the applicant meets the requirements for membership, the member shall be notified by mail, or electronically if preferred. Each applicant for membership in the Society, who is not a member of the ASA, Inc., shall at the time make application for such membership, with the exception of applicants of Honorary Membership. Application for Honorary Membership shall be submitted directly to the Secretary of the Society.

3.4 **Rights and Privileges**

Active members are entitled to all rights and privileges of the Society. All other categories of members are entitled to participate in the functions and activities of the Society, including membership on committees, but are not eligible for election to office and have no right to vote, except at meetings of committees on which they serve.

3.5 Upon receipt of written notice from the American Society of Anesthesiologists, that a member of the Society is not a member of the ASA, the Secretary of the Society shall give written notice to such member that he will be dropped from membership in the Society unless he regains membership in the American Society of Anesthesiologists and gives evidence thereof to the Secretary within sixty days. Upon expiration of this sixty-day grace period, having received no evidence of return to membership in the American Society of Anesthesiologists, the Secretary shall drop such member from the membership rolls of the Society and shall notify him thereof.

3.51 A member of the American Society of Anesthesiologists whose application for membership in the Society is denied, may appeal.

3.511 The member shall forward his written notice of appeal to the Secretary, who shall refer the matter to an ad hoc Judicial Committee convened by the President. The ad hoc Judicial Committee shall be chaired by the Immediate Past-President of the Society and composed of five Active members in accordance with these Bylaws.

3.512 The ad hoc Judicial Committee shall request the Secretary to furnish a written statement detailing the reasons for denial of membership, and shall request the applicant to furnish a written statement detailing his grounds for appeal, and shall make such other investigations as it deems necessary and proper.

3.513 The ad hoc Judicial Committee shall afford the member the opportunity to be heard on his own behalf and shall then make a written report to the Board of Directors of the Society stating its findings of fact and its recommendation.

3.514 The Board of Directors of the Society shall review the findings and recommendations of the ad hoc Judicial Committee and shall make its ruling, which shall be final.

3.52 A member of the Society may be censured, suspended, or expelled for any valid cause including but not limited to:

A. Revocation or suspension of license to practice medicine by a regularly constituted state authority.

B. Conviction in a court of law of a felony or any offense involving moral turpitude.

C. Conduct unbecoming a physician.

D. Any cause or act, which is detrimental to the Society.

E. Failure to abide by the provisions of these Bylaws.

F. Violations of the standards of professional conduct or ethics as may be set forth in statements of the American Society of Anesthesiologists.

3.523 An ad hoc Membership Committee convened by the President shall be chaired by the Secretary of the Society and composed of five Active members in accordance with these

Bylaws to investigate any cause or claim for censure, suspension, or expulsion which comes to the Society's attention, and determine if the matter shall be pursued.

- 3.522 If the ad hoc Membership Committee determines that the matter will be pursued, it shall prepare a notice which will set forth the matter in question with sufficient particularity so that the member will be cognizant of the question to be inquired about and which will inform the member that he will have an opportunity to be heard in his own defense before an ad hoc Judicial Committee. At the same time, he will be notified of the date, time, and place of the hearing.
- 3.523 The ad hoc Membership Committee shall mail copies of this notice to the member involved and to the Chairman of the ad hoc Judicial Committee and may forward additional reports on the matter to the ad hoc Judicial Committee as it deems appropriate with copies of same to the member involved.
- 3.524 The ad hoc Judicial Committee shall investigate as it deems proper, and shall give the member involved at least thirty days' notice of the date, time, and place of the hearing. At the hearing the member shall have the opportunity to speak in his own defense, present his written statement, and produce documents and witnesses; he is entitled to legal counsel. Should the member fail to appear at the hearing without prior approval of the Committee, the hearing may continue in his absence. The Committee may consider the matter on the basis of the notice and reports from the ad hoc Membership Committee; other documentation; written statements from the member involved; and such other investigations as it deems necessary and proper.
- 3.525 The ad hoc Judicial Committee shall make a written report to the Board of Directors stating the matters set forth in the notice of the Membership Committee, the findings of fact of the ad hoc Judicial Committee, and the recommendations of the Judicial Committee. The findings of fact by the ad hoc Judicial Committee shall be considered conclusive by the Board of Directors.
- 3.526 At the next meeting of the Board of Directors following receipt of the ad hoc Judicial Committee's report, the Board shall consider and act upon same, determining, by resolution, whether the member shall be disciplined and the nature of the disciplinary action, if any. The decision of the Board is final.
- 3.527 Suspension of a member shall be for a definite period of time and may, in the sole discretion of the Board of Directors, be commuted. During the period of suspension, the member is not entitled to exercise any of the rights or privileges of membership in the Society, and shall be deemed not a member in good standing. If he/she holds elected office, the position shall be declared vacant. Expulsion of a member shall terminate all rights and privileges as a member, and any position in the Society held by such person shall be declared vacant.
- 3.528 A member who has been expelled from membership as provided in these Bylaws may make application for reinstatement provided he/she does so in the same manner as provided for an original application for membership, and provided a year has elapsed since the date the member was expelled, or since rejection of his prior application for reinstatement.
- 3.529 Any member disciplined to any degree by the Society, having exhausted all means of appeal in the Society, shall have the right to appeal the final decision of the Society to the Judicial Committee of the American Society of Anesthesiologists. Such appeal must be made within thirty days of the final action of the Society.

## **ARTICLE 4**

### **DUES**

- 4.1 Dues shall be determined annually in the amount necessary to confer the proposed budget for the following year. Any assessment can be announced at any regular meeting of the Society.
- 4.11 Retired and Honorary Members shall not be charged dues or assessments.
- 4.12 Resident Members shall pay Annual dues of \$50.00.
- 4.13 Active Members shall pay full dues and assessments.
- 4.14 Affiliate Members shall pay one-half of the Annual Dues only.
- 4.2 Dues shall be due and payable on January 1 of each year.
- 4.21 Unpaid dues become delinquent on July 1st of the same calendar year. Unpaid assessments become delinquent on the first day of the third month after they are announced. A delinquent member shall be notified immediately that he will be expelled from the Society unless payment of the delinquent account is received within two months. A member expelled for non-payment of annual dues or assessments may be reinstated by paying the dues or assessments in arrears.
- 4.3 The Executive Committee may, at its discretion, modify or waive any requirement for payment of any dues or assessment by request. Any such request from a member shall remain privy to the Executive Committee.

## **ARTICLE 5**

### **MEETINGS**

- 5.1 The Society shall hold an Annual Meeting at which policy may be determined. A scientific program may be presented. Elections of officers and other business, which may properly come before such a meeting, may be conducted. The time and place of the Annual Meeting shall be determined by the Board of Directors.
- 5.2 Special and interim meetings of the Society may be called at a time and location designated by the Board of Directors.
- 5.3 The Secretary shall provide written notice to each member in good standing with the time, place, and purposes of all meetings. Written notice of all meetings shall be provided under this section or as otherwise required by law. Such notice shall be mailed at least 10 days prior to the meeting. Such notice shall be deemed effective when delivered via ordinary U.S. mail, with postage prepaid, or furnished via electronic mail, to at least one of addresses on record with the American Society of Anesthesiologists.
- 5.4 Each Active member present and in good standing shall have one vote at a meeting of the Society. A quorum shall consist of those present. A majority of those Active members in good standing present and voting shall be required for passage of any motion or resolution, or enactment of any other action, except as otherwise provided by these Bylaws or by the rules of order in force at that meeting.
- 5.5 Any member may submit a proposition or resolution for vote at the annual meeting. The proposition must be submitted to the President of the Society in writing at least 30 days before the meeting. During the new business segment resolutions and propositions may be accepted from the floor for vote at the discretion of the meeting chairman.

## **ARTICLE 6**

### **ELECTION OF OFFICERS**

- 6.01 The elected officers of the Society shall be a President, Vice President, Secretary, Treasurer, ASA Director, and ASA Alternate Director.
- 6.02 Only active members in good standing shall be eligible to be elected to and hold office in the Society.
- 6.03 The Nominating Committee shall submit nominations for elected office to the Secretary thirty days prior to the announced election in accordance with these Bylaws for officers whose term is expired or whose office is vacant. In addition to those members nominated by the Nominating Committee, any member in good standing may submit a nomination for office either in writing or electronically to the Secretary for consideration.
- 6.04 The officers shall be elected by the voting members of the Society. The candidate receiving the majority of votes of the members voting shall be elected; should no candidate receive a majority on the first ballot, the candidate receiving the least votes shall be removed from consideration, and another ballot taken, this procedure being repeated until one candidate has been elected.
- 6.05 The candidate elected as ASA Alternate Director shall also automatically serve as a Delegate to the House of Delegates of the American Society of Anesthesiologists.
- 6.06 The Immediate Past President, President, Vice President, Secretary, and Treasurer shall serve for two years, from the close of the CSSA Annual Meeting at which they were elected until the close of the second following CSSA Annual Meeting.
- 6.07 The ASA Director, and ASA Alternate Director shall serve for three years as specified by the American Society of Anesthesiologists.
- 6.08 Any member elected to fill a vacant office shall serve from the time of his election to the normal expiration of that office's term.
- 6.09 Vacant office shall be filled by the normal election process following the occurrence of the vacancy. In the interim, the President of the Society may appoint any qualified member to fill the vacancy if she/he deems it necessary, such appointment being subject to confirmation by the Board of Directors. If the office of vacancy is that of the President of the Society, the Vice President shall assume the office of President until the normal election process can be duly conducted.

## **ARTICLE**

### **DUTIES OF OFFICERS**

- 7.01 The President shall have general supervision and direction of the affairs of the Society; she/he shall serve as Chairman of the Board of Directors and Chairman of the Executive Committee; she/he shall preside at meetings of the Board of Directors, the Executive Committee, and any interim CSSA meetings; she/he shall fill vacant office as prescribed in the Bylaws; she/he shall appoint the chair and members of all committees except as otherwise provided herein or by the Society; she/he shall deliver a report to the Board of Directors and the membership of the Society at the close of her/his term of office; and she/he shall perform such other duties as custom, necessity, and parliamentary procedure require, or as otherwise provided in the Bylaws or directed by the Board of Directors or by the Society.

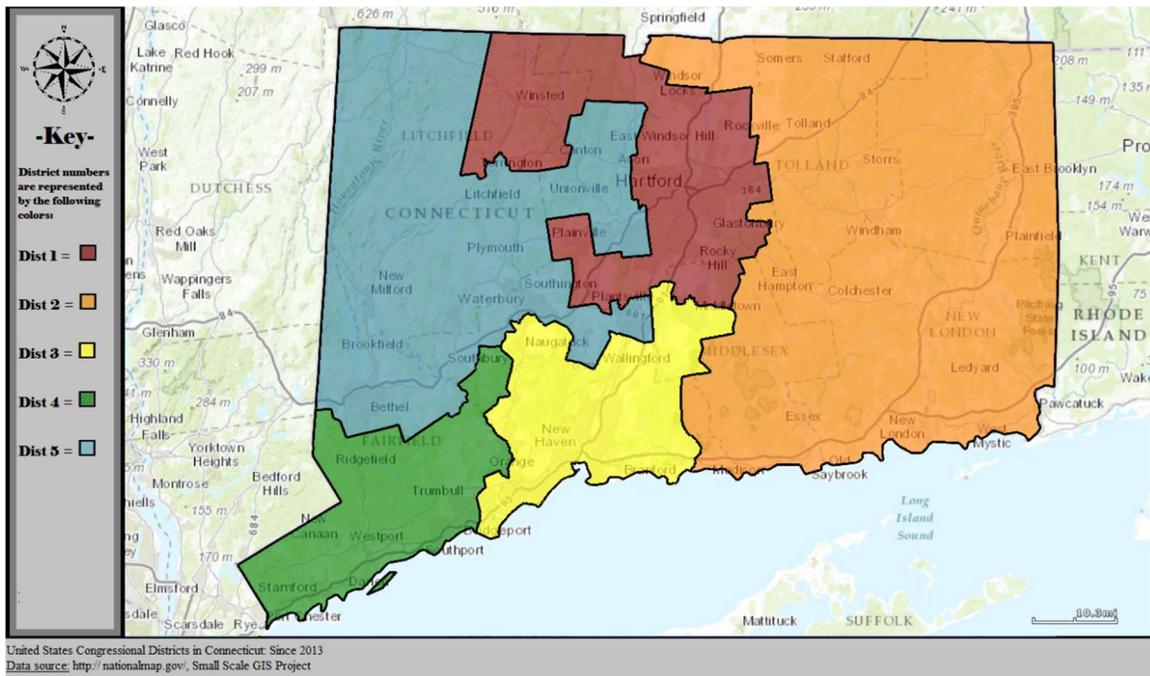
- 7.02 The Vice President shall assist the President in the performance of her/his duties; she/he shall assume the duties of the President in her/his absence; she/he shall perform such duties directed by the President, the Board of Directors, or the Society; and she/he shall automatically assume the office of President should it become permanently vacant, until elections can be duly conducted.
- 7.03 The Treasurer shall receive, disburse, manage and account for all the funds of the Society; and she/he shall perform all the other usual duties of a treasurer of a society, and such other duties provided in the Bylaws or directed by the President, the Board of Directors, or the Society.
- 7.04 The Immediate Past President shall provide continuity between administrations, and contribute her/his knowledge and experience to the officers and members of the Society; and she/he shall perform all the other duties provided in the Bylaws or directed by the President, the Board of Directors, or the Society.
- 7.05 The Secretary shall perform the duties designated in the Bylaws of the American Society of Anesthesiologists for the secretary of a component society; she/he shall correspond with directors of training centers in the state of Connecticut to gain information needed to assist eligible individuals to become Resident members and then to progress to Active membership when qualified; she/he or her/his designee shall serve as recording secretary at the meetings of the society, Board of Directors, and Executive Committee.
- 7.06 The ASA Director from Connecticut shall represent the Society on the ASA Board of Directors and at the House of Delegates of the American Society of Anesthesiologists as official representative of the Connecticut State Society of Anesthesiologists; she/he shall perform the duties designated in the Bylaws of the American Society of Anesthesiologists for a Director of a component society; and she/he shall perform such other duties provided in these Bylaws or directed by the President, the Board of Directors, or the Society.
- 7.07 The ASA Alternate Director shall assist the ASA Director; she/he shall attend such meetings as the ASA Director attends to the extent allowed; she/he shall assume the duties of the Director in her/his absence; she/he shall automatically assume the office of the Director should it become vacant, until elections can be duly conducted; and she/he shall perform such other duties directed by the President, the Board of Directors, or the Society.
- 7.08 The Delegates, selected by the CSSA Board, shall represent the Society in the House of Delegates of the American Society of Anesthesiologists for a term of one year; they shall counsel whenever possible with the officers and Board of Directors of the Society on all matters pending in the House of Delegates to ascertain that actions taken by them are in accordance with the best interests and desires of the Society; they shall attend each meeting of the House of Delegates of the American Society of Anesthesiologists, and such other meetings as are customary for Delegates to attend, or make certain the Society is fully represented thereat; and they shall perform such other duties directed by the President, the Board of Directors, or the Society.
- 7.09 The Alternate Delegates, selected by the CSSA Board, shall represent the Society in the House of Delegates of the American Society of Anesthesiologists, as needed, for a term of one year; they shall counsel whenever possible with the officers and Board of Directors of the Society on all matters pending in the House of Delegates to ascertain that actions taken by them are in accordance with the best interests and desires of the Society;

they shall attend each meeting of the House of Delegates of the American Society of Anesthesiologists, and such other meetings as are customary for Delegates to attend when the Delegates are unavailable, to make certain the Society is fully represented thereat; and they shall perform such other duties directed by the President, the Board of Directors, or the Society.

## **ARTICLE 8**

### **BOARD OF DIRECTORS**

- 8.01 The Board of Directors of the Society shall be composed of the President, Immediate Past-President, Secretary, Treasurer, ASA Director, ASA Alternate Director, any member holding an office on the Administrative Council of the ASA, and Directors from the Connecticut Districts. Other members may be invited to attend, but these members shall not have a vote. Resident members who hold national office and a resident component representative may also attend in a non-voting capacity.
- 8.02 Each member of the Board shall have one vote and members of the Board must cast their own vote. Vote may be electronic, in person or via telephone as agreed on by the members of the Board prior to the vote. Members may only act in one capacity for the purpose of voting. In other words, members of the Board holding two offices such as Director and Past-President shall have only one vote on the Board. Simple majority of certified members of the Board shall rule.
- 8.03 A quorum shall be composed of at least a majority of the Board members. A quorum must be present to conduct the business of the Board. In the determination of a quorum of the directors, or in voting, the disclosed adverse interest of a director shall not disqualify the director or invalidate his or her vote.
- 8.04 The Board shall include one Director from each of the established Connecticut Districts. Nominations will be accepted for Connecticut District Directors and if the position is contested, an election will be called in accordance with these Bylaws. If the position is uncontested, the President shall appoint the Director to the CSSA Board of Directors.
- 8.05 The term of the Connecticut District Directors shall be two years with the term starting at the conclusion of the ASA Annual Meeting.
- 8.06 The Connecticut Districts are defined by the five congressional districts from which Connecticut citizens elect the state's representatives to the United States House of Representatives. In order to be a Connecticut District Director, an active member must claim his primary place of employment to be within the District that he/she is representing at the Board of Directors.



- 8.07 The Board of Directors shall manage the business and financial affairs of the Society, and in the interim between meetings of the Society, may act upon matters which would otherwise require special meetings of the Society, except for those functions restricted in the Bylaws to the Society as a whole.
- 8.08 The Board of Directors is charged and entrusted as follows: it shall have the power to delegate its authority to officers or committees of the Society as it sees fit; it shall determine the amount of the annual assessment; it may inspect any and all financial and other records and accounts of the Society; and it shall have final authority concerning censure, suspension, expulsion, or other matters relating to membership in the Society, subject to the provisions of the Bylaws.
- 8.09 All actions of the Board shall be reported by the President or her/his designee to the membership of the Society at its Annual Meeting, where such action by the Board is subject to modification or revocation by the membership by a majority vote of those voting.
- 8.10 The Board of Directors shall meet no less than once each year either in person, electronically or via teleconference at a time to be determined by the President. Other meetings may be called by the President, with the approval of the Executive Committee of the Board of Directors.
- 8.11 The Executive Committee of the Board of Directors shall be composed of the President, Immediate Past President, Secretary, Treasurer, ASA Director and ASA Alternate Director.
- 8.12 The Executive Committee shall act in the interim between meetings of the Board of Directors upon specific matters which would ordinarily require special meetings of the Board of Directors.
- 8.13 The Executive Committee shall expedite, execute, and administer the previous actions and directives of the Board of Directors and the Society. The Executive Committee has no policy making power, and functions only under direction of the Board of Directors; its

actions are subject to review and approval by the Board of Directors; any action required to be taken, or which may be taken, at a meeting, may be taken without a meeting and without prior notice if a consent in writing, setting forth the action so taken, is signed by the directors with respect to the subject matter of the vote.

- 8.14 Meetings of the Executive Committees shall be held upon call of the President or at the request of any two members. Any three members of the Executive Committee shall constitute a quorum, a majority of which can do business.
- 8.15 The Executive Committee shall submit a report of its activities at each meeting of the Board of Directors.

## **ARTICLE 9 COMMITTEES**

- 9.01 The Standing and Special (ad hoc) Committees of the Society shall be composed of members of the Society, appointed by the President unless otherwise provided in these Bylaws.
- 9.02 The terms of office of the chairmen and members of Standing Committees shall be for the term of office of the President appointing them, unless otherwise provided by the Bylaws, the Board of Directors, or the Society.
- 9.03 The Standing Committees continue from year to year, and the President shall announce their membership at the time of his taking office unless otherwise provided in these Bylaws. Committees or Committee positions may be left dormant if there is not sufficient interest or need demonstrated.

The **Standing Committees** of the Society shall be:

**Committee on Constitution, Bylaws, and Rules** shall be composed of a chairman, and at least two members; it shall recommend amendments to the Bylaws to insure consistency with the actions of the policy-making bodies of the Society and the American Society of Anesthesiologists; and it shall prepare amendments which it considers advisable to facilitate the work and best interest of the Society.

**Committee on Governmental Affairs** shall be composed of a chairman and at least two members; it shall serve as a liaison between the Society and the American Society of Anesthesiologists and its committees in matters related to governmental and legislative affairs; it shall monitor legislative and regulatory activities at all levels of government and report to the Society and its officers as needed on these activities; it shall with guidance from the Society and its leadership, provide advice and guidance to governmental, legislative, and regulatory bodies in hope of educating them and influencing their actions in the best interests of the Society; and it may utilize professional assistance in these functions to the extent approved by the Board of Directors.

**Finance and Budget Committee** shall be composed of five members, each of whom shall have been an active member of the Society for at least five years. The Treasurer shall serve as chairman. The Committee shall review the annual budget to be submitted by the President. It shall establish an annual budget, a dues structure, and select

appropriate investments for surplus funds for approval by the Executive Committee and shall assist other committees.

**Committee on Education and Research** which shall be composed of a chairman and at least two members; it shall plan, prepare, and secure all scientific programs and newsletters for the Society. Final approval must be obtained from the Executive Committee of the Society.

**Nominating Committee** which shall consist of a chairman (Immediate Past-President) and at least three members in good standing; it shall nominate one candidate for each office in which there is a vacancy to be filled, or in which the current officer's term is due to expire before the Society would meet again.

9.04 **Special (ad hoc) Committees** of the Society may be convened at the direction of the President and/or the CSSA Board of Directors. These committees include but are not limited to:

**Membership Committee** which shall be chaired by the Secretary of the Society and composed of five Active members; it shall conduct investigations and make decisions by majority vote on applications for Active and Resident membership in the Society; it shall conduct investigations for all other categories of membership and submit recommendations on such applications to the Board of Directors, except as otherwise provided in these Bylaws; and it shall encourage qualified persons to apply for membership in the Society. It may act as a liaison between physicians desiring to practice anesthesiology in the state of Connecticut and institutions seeking services of anesthesiologists.

**Judicial Committee** shall consist of five Active members in good standing. Membership shall be approved by the Executive Committee. The Immediate Past-President shall serve as Chair of the Judicial Committee once convened. The Judicial Committee shall hear and consider, and at its discretion attempt to adjudicate, all questions of ethics, discipline, professional relationship, and the rights and standings of members of the Society; it shall conduct investigations and hold appropriate hearings as provided in these Bylaws. In matters involving alleged violations of standards of professional conduct, the decision of the Judicial Committee that no violation occurred shall be final. Neither the Executive Committee nor the Board of Directors shall take any 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 by the body having ultimate authority is final and conclusive as to all parties concerned.

## **ARTICLE 10**

### **RESIDENT PHYSICIAN'S SECTION**

10.01 The Resident Physicians Section of the Society shall be composed of those who are Resident members of the Society.

- 10.02 The Resident Physicians' Section may enact Bylaws and Rules as it feels necessary and proper for the conduct of its business. Resident Physicians' Section Bylaws are subject to approval by the Board of Directors.
- 10.03 The members of the Resident Physicians' Section may be assessed annually in an amount and manner which the Resident Physicians' Section may determine; the Secretary and Treasurer of the Connecticut State Society of Anesthesiologists may assist in the collection of this assessment.
- 10.04 The Resident Physicians' Section may hold an Annual Meeting at a time and place approved by the Executive Committee of the Connecticut State Society of Anesthesiologists; the Resident Physicians' Section may elect its officers at this Annual Meeting and conduct other business as needed.
- 10.05 The elected officers of the Resident Physicians' Section shall include a representative to the Connecticut State Society of Anesthesiologists Board of Directors, who shall serve as a non-voting member of that Board.
- 10.06 All activities of the Resident Physicians' Section shall be under the auspices of the Connecticut State Society of Anesthesiologists.
- 10.07 The Resident Physicians' Section shall submit a written report of its activities at each meeting of the Connecticut State Society of Anesthesiologists' Board of Directors.
- 10.08 All actions of the Resident Physicians' Section shall be subject to the approval of the Connecticut State Society of Anesthesiologists Board of Directors.

#### **ARTICLE 11 - FUNDS AND EXPENDITURES**

- 11.01 Funds of the Society are derived from the annual assessment of dues as provided for in these Bylaws, from any special assessments authorized by the Board of Directors, and from such other sources as may be approved by the Board of Directors.
- 11.02 Expenditures of funds of the Society may be made at the discretion of the Board of Directors.
- 11.03 Checks issued by the Society must bear the signature of the Treasurer or the President.
- 11.04 The financial accounts and records of the Society shall be audited annually as directed by the Board of Directors.

#### **ARTICLE 12**

##### **PARLIAMENTARY AUTHORITY**

- 12.01 Questions of parliamentary procedure and order shall be determined by such book or manual of parliamentary law or rules of order as shall be selected by the President in advance of a meeting, subject to rejection by two-thirds vote of those present at that meeting.
- 12.02 The President may appoint a Parliamentarian from the membership of the Society whose duties shall be to assist and advise the President in parliamentary matters.
- 12.03 The Bylaws of the American Society of Anesthesiologists shall be adopted and utilized as needed in application to the requirements of the Society, and no provision or action of the Bylaws of the Society, or other actions of the Society, shall have effect if found to be in conflict with the Bylaws of the American Society of Anesthesiologists.

#### **ARTICLE 13**

## **REFERENDUM**

- 13.01 Any matter which affects the Society may be referred to the Active members of the Society for a general vote, being submitted to them upon a two-thirds vote of the total membership of the Board of Directors, or upon a written request signed by at least fifteen percent of the Active members of the Society.
- 13.02 Voting on the question shall be determined by a majority vote at an Annual Meeting of the Society, or by a two-thirds vote of the Active members in good standing responding to an electronic or mail ballot, if such ballot shall be authorized by the Board of Directors.

## **ARTICLE 14**

### **CORPORATE SEAL, EXECUTION OF INSTRUMENTS**

- 14.01 The organization shall have a corporate seal, which shall be affixed to all deeds, mortgages, and other instruments affecting or relating to real estate. All instruments that are executed on behalf of the organization which are acknowledged and which affect an interest in real estate shall be executed by the President or any Vice-President and the Secretary or Treasurer. All other instruments executed by the organization, including a release of mortgage or lien, may be executed by the President or any Vice-President. Notwithstanding the preceding provisions of this section, any written instrument may be executed by any officer(s) or agent(s) that are specifically designated by resolution of the Board of Directors.

## **ARTICLE 15**

### **AMENDMENT TO BYLAWS**

- 15.01 The bylaws may be amended, altered, or repealed by the Board of Directors by a two-thirds majority of a quorum vote at any regular or special meeting. The text of the proposed change shall be distributed to all board members at least ten (10) days before the meeting.

### **Certification**

Earl Bueno, MD, President of Connecticut State Society of Anesthesiologists, INC, and Robert Lagasse, MD, Secretary of Connecticut State Society of Anesthesiologists, INC certify that the foregoing is a true and correct copy of the bylaws of the above-named organization, duly adopted by the initial Board of Directors on March 28, 2020.

I certify that the foregoing is a true and correct copy of the bylaws of the above-named organization, duly adopted by the current Board of Directors on March 28, 2020.

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Earl Bueno, MD, President

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Robert Lagasse, MD, Secretary