

**BYLAWS OF THE
ANESTHESIA HISTORY ASSOCIATION**

ARTICLE I: NAME

The name of the Association shall be the Anesthesia History Association, hereafter noted in these Bylaws as “the Association.”

ARTICLE II: PURPOSES

Section 1: The purposes of the Association are:

- 1.1 to promote and preserve anesthesia history;
- 1.2 to provide a forum for discussion of matters relating to anesthesia history;
- 1.3 to promote improvements in anesthesia history education;
- 1.4 to encourage research in anesthesia history;
- 1.5 to promote scholarly work in anesthesia history;
- 1.6 to collect and disseminate information relating to anesthesia history;
- 1.7 to cooperate with other organizations in matters relating to anesthesia history.

Section 2: The Association shall conduct its activities solely for educational, scientific, and literary purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code.

Section 3: The property of the Association is irrevocably dedicated to scientific and educational purposes and no part of the income or assets of this Association shall ever inure to the benefit of any Officer or member thereof or to the benefit of any private person.

ARTICLE III: MEMBERSHIP AND DUES

Section 1: There shall be four classes of members: Active, Junior, Honorary, and Senior. Applications for all categories of membership shall be submitted with dues for the first year (refundable if rejected) to the Secretary who shall present the application to the Membership Committee. The Membership Committee may approve or disapprove of an application.

1.1 Active Member. Any person with a demonstrated interest in the History of Anesthesia may apply for membership. However, due to the focus of the Anesthesia History Association on physician interests, the Membership Committee will not approve applications for Active Membership which would result in less than 75% of Active members who are holders of the Doctor of Medicine or Doctor of Osteopathy degree. All Active Members (including PhDs, MAs, CRNAs, or holders of no academic degree) have full voting privileges and may hold office if elected or appointed.

1.2 Junior Member. Any person interested in the history of anesthesia who is enrolled as a student, resident, fellow, or other trainee in any undergraduate or graduate education program is eligible to be considered by the Membership Committee for acceptance. Junior members who elect to pay a reduced membership fee have no vote, but may apply for Active Membership status with expectation of full Active Member dues. If accepted as an Active Member, the applicant assumes full voting privileges and may hold office if elected or appointed.

1.3 Honorary Member. Honorary Membership may be conferred upon any person who has made an outstanding contribution to the history of anesthesia upon election by a majority of the Council. Honorary Members shall be excused from the payment of dues. Honorary Members do not vote nor hold office, but may apply for Active Membership, which would include those privileges.

1.4 Senior Member: Senior Members shall possess the same qualifications as Active Members except that the applicant must submit a statement that she/he has surpassed the age of 62 and has reduced her/his former gainful employment or professional practice to 25% or less of its former level. Council may establish a reduced dues rate for Senior members. Senior members have full voting privileges and may hold office if elected or appointed.

Section 2: Dues for each membership class shall be determined by Council. All dues shall be payable annually by January 1. If the dues of any member remain unpaid on March 1, the Treasurer shall mail a notice of delinquency by U S Postal Service or by electronic mail. If the dues of any member are not paid within sixty days after the mailing of such notice, the membership shall automatically terminate unless Council, in individual cases, waive this provision by majority vote.

Section 3: Membership is not established until the Treasurer has received the first year's dues.

Section 4: Members may be expelled for (1) failure to pay dues (see Article III, Section 3), (2) failure to abide by the provisions of these bylaws, or (3) persistent disruption of the general or committee meetings of this Association. Expulsion of a member due to (2) or (3) shall be determined by a majority affirmative vote of the Council after a hearing at which the member in question may be present. One year after the final notice of expulsion the expelled member may apply for reinstatement of membership. Reinstatement of membership after expulsion may be reestablished only by a majority affirmative vote of the Council, acting on the expelled member's application.

Section 5: Any member may resign from the Association by giving notice to the Board of Directors in writing, or by fax, e-mail, or other electronic means. Resignation shall take effect at the time of acceptance by majority vote of the Council. There shall be no dues refund.

ARTICLE IV: OFFICERS

Section 1: The Officers of the Association shall be: President, Vice President, Immediate Past President, Secretary, and the Treasurer.

Section 2: All Officers must be members of the Association.

Section 3: Officer elections and terms of office:

3.1. The officers shall be elected by a majority of eligible voters comprising the quorum at the Annual Business Meeting. Run offs may be required to achieve a majority. A run off slate consists of dropping the candidate with the least votes and voting again until a majority of votes is gathered by one candidate. In the event that a physical Annual Business Meeting cannot take place due to extraordinary circumstances, the Council may, by majority vote, conduct the election process by electronic or mail ballot.

3.2. The terms of the President and Vice President, Secretary, Treasurer, and Councilors-at-Large shall be three years, and "The Journal" Editor five years.

3.3. Terms of Officers shall begin at the conclusion of the Annual Business Meeting at which they are elected and finish with the conclusion of the Annual Business Meeting at which their successors are elected.

3.4. The President may serve only one three year term and may not serve as Vice President after serving a full term as President. All other officers may, if elected, serve only two terms in any one office.

Section 4: Any Officer may be removed, with or without cause, by a majority affirmative vote of two-thirds of the Council.

Section 5: Any Officer may resign by giving formal notice to the Council in writing or by fax, e-mail, or other electronic means. Resignation shall take effect on the date of acceptance by the Council. Acceptance shall be by a majority affirmative vote of the Council.

Section 6: A vacancy in the office of the President shall be filled for the unexpired term by the Vice President. A vacancy in any other office shall be filled for the unexpired term by an Active or Senior member eligible to hold office who shall be appointed by the President.

Section 7: The President shall be the chief administrative officer of the Association, chairman of the Council, ex-officio member of all committees, and chairman of the Annual Business Meeting of the Association. The President shall have all power and duties as are conferred upon him/her by the Bylaws and shall perform such other duties as may be assigned by the Council. After convening the Annual Meeting, the President may declare that a quorum consists of members is present for the purpose of carrying out the business of the Annual Meeting.

Section 8: The Vice President shall assume the duties of the President if the President is absent or unable to perform the duties of the office

Section 9: The Secretary shall ensure that a record of official meetings of the Association and of the Council is kept and will ascertain that all other documents and records required by law are maintained and are available for inspection by any Active Member of the Association. Further, the Secretary shall maintain a register of names and addresses of all members. Further, the Secretary shall perform such other duties as may be assigned by the Council.

Section 10: The Treasurer shall be the general financial officer of the Association, shall keep full and accurate accounts of all receipts and disbursements, and shall ensure the deposit of all monies and other valuables in the name of, and to the credit of, the Association in such depositories as may be directed by a majority vote of the Council, The Treasurer shall make available for inspection by any Active or Senior Member all financial records of the Association and shall perform such other duties as may be assigned by the Council.

Section 11: The Immediate Past President serves as a member of the Council with a vote in all Council business, and is an ex officio member of all committees. She/he serves as Chair of the Nominating committee.

Section 12. Contracts for services or goods may be negotiated and concluded by the President consistent with the instructions and will of the Council. The President, or another Officer of the Association as directed by the President, shall sign any contracts with other organizations.

ARTICLE V: COUNCIL

Section 1: Except as otherwise required by law or provided in these Bylaws, management of the affairs of the Association shall be vested in a Board of Directors, which shall be known as the Council.

Section 2: The Council shall consist of the President, Vice-President, Immediate Past President, Secretary, and Treasurer, along with six Active Members termed Councilors-at-Large. The Editor-In-Chief of the Journal shall be an ex officio member of the Council with privilege of the floor, but without vote in Council matters. The Councilors-at-Large are elected for three-year terms at an Annual Business Meeting by a majority of Active eligible Members voting. The President, or in his/her absence, the Vice President shall act as Chair of the Council. Six, who must include the President or Vice-President, shall constitute a quorum of the Council. As far as practical, Council shall attempt to schedule elections and terms so that two At-Large Council Member terms expire every two years. In pursuit of this end Council may occasionally announce prospectively that the term of a vacant position to be filled may be for only one or two years.

Section 3: The Council shall hold an Annual Business Meeting not more than one week preceding the annual meeting of the Association at a time and place designated by the President in consultation with the Council.

Section 4: Special meetings may be called at any time by the President or by any three members of the Council upon at least two weeks' written or electronic notice to each member of the Council. These special meetings may be by means of electronic media. Rules of conduct are the same for these special meetings as for the regular Council meetings.

Section 5: Any one or more members of the Council or any committee member thereof may participate in a meeting of the Council or such committee by means of conference telephone call or similar communication allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at such meetings.

Section 6: At the discretion of the President, any action required or permitted to be taken at a meeting of the Council may be taken by a recordable electronic technology available to all Council members. Usually one week should be allowed for response by Council. A quorum may be declared if six or more votes are cast, including a vote from the President or Vice President.

Section 7: Except as otherwise provided by law and these Bylaws, decisions of the Council shall be by majority vote of those members of the Council present and voting.

ARTICLE VI: COMMITTEES

Section 1: The President may appoint from the Association membership such committees as are required to conduct the business of the Association. Each standing committee and Ad Hoc committee shall prepare a detailed account of their activities and recommendations and submit it to the administrative office of the Society Association not later than thirty days prior to the Annual Business Meeting. The President shall decide in what format reports shall be presented to Council or Annual Business Meeting

Section 2: Standing Committees

2.1 Membership Committee shall consist of the Secretary (who acts as Chair) and two additional Council members. The committee reviews and approves or rejects all applications for all categories of membership and reports their recommendations to Council for action. The Membership Committee also takes an active role in recommending to Council and Officers actions designed to recruit new members.

2.2 Publications Committee shall be chaired by the Editor-In-Chief of the "Journal" (hereafter "The Journal"). (Although the Governance Board of the Journal has more members, the Chair shall ask only the two AHA representatives to serve on the Publications Committee.)

2.2.1 The term of the Editor is five years with unlimited reappointments. The Editor takes office at the end of the AHA Annual Business Meeting. An exiting editor will serve as an ex-officio on the governing board of "The Journal" for one year. The Editor may be relieved without cause by a two thirds vote of the AHA Council if in their judgment it is in the best interests of "The Journal".

2.2.2 Journal Governing Board consists of the Editor-In-Chief as chair plus six additional members. These six are appointed as follows: three by the Editor in Chief, and ~~two~~ three by the President of AHA. Except for the Editor other Governance Board members will serve a two year term, and may be reappointed without limit. The Editor may appoint additional non-voting members to the board to provide expert knowledge, perspective and advice.

2.2.3 The Governing Board will have authority to recommend all policies of the Journal of Anesthesia History except financial and editorial policy, but final authority for editorial policy remains with the Editor In Chief and for financial policy with the AHA Council.

2.2.4 "The Journal" shall be published at a frequency established by the Governing Board. Additional issues may be published at the discretion of the Governing Board.

2.3 Electronics Communications Committee is responsible for the AHA Website and technical assistance to other committees which need to utilize electronic communications in the accomplishment of

their charges. The Chair need not be a member of Council. The committee may be of any reasonable number expedient to its task and may include non AHA members.

2.4 Spring Meetings Committee is responsible for identifying locations for future meetings (preferably two years in advance) and lending experienced advice and assistance to Spring Meeting Hosts. Chair and committee memberships on this committee change at the end of the Spring Meeting (unlike all other offices and positions).

2.5 WLM/AHA Liaison Committee is responsible for insuring rapid and accurate communications between the two organizations. Chair of the committee is appointed by the President when needed and for a term determined by the President.

2.6 Bylaws, Protocols, and Procedures Committee is responsible for monitoring the Bylaws for needed changes to bring desirable practice into compliance with the Bylaws and to formulate and report to Council recommendations for changes. This committee will also create an archive of Protocols and Procedures.

2.7 Nominating Committee shall consist of the Chair, who shall be the Immediate Past President, and any two other members of Council appointed annually by the President. This committee shall present a slate of nominees for each open office for consideration by the Council at its last meeting preceding the Annual AHA Dinner Meeting. Such nominations must be ratified by majority vote of the entire Council prior to the annual meeting of the Association. The nominated slate is presented to the Membership at the Annual Business Meeting for possible additional nominations from the floor.

ARTICLE VII: MEETINGS

Section 1: The Annual Business Meeting of the Association at which Officers and members of the Council shall be elected shall be held at a time and place designated by the President in consultation with the Council. The President shall arrange the order of business.

Section 2: The Secretary shall mail or email notice of the Annual Business Meeting of the Association to each Active Member not less than thirty days prior to the meeting. Such notification shall state the time, place, and general purposes of the meeting, together with the nominations made in accordance with Article XIII, Section 1, and any Bylaws amendments proposed in accordance with Article XV, Section 1, of these Bylaws.

Section 3: The President shall preside at the Annual Business Meeting. In the absence of the President, the Vice President or a member of the Council shall chair the meeting. The Secretary shall present the minutes of the prior Annual Business Meeting and shall describe the meetings of the Council which have been held since the last Annual Business Meeting. The Treasurer shall present an annual report of the financial condition of the Association and a proposed budget for the following fiscal year.

ARTICLE VIII: FUNDS AND EXPENDITURES

Section 1: Funds for the Association may be derived from dues, special assessments, voluntary contributions, fees or income from publications. Expenditures shall be made only within the limits of funds available.

Section 2: The fiscal year of the Association shall be from January 1 through December 31 of the same year.

Section 3: The accounts of the Treasurer shall be audited once annually by a committee appointed by the President and this task shall be completed prior to the Annual Business Meeting.

ARTICLE IX: REPORTS

Section 1: Each committee shall prepare annually a detailed account of its activities and recommendations and submit it to the administrative office of the Association not later than thirty days prior to the Annual Business Meeting.

Section 2: At the Annual Business Meeting there shall be an oral report from each committee. The President shall decide the format for the committee reports, whether written or oral. However, a Committee Chair or any AHA Member with voting privileges may call for a floor discussion of any committee report.

Article X: PUBLICATIONS

Section 1: The Association may issue a publication known as "The Journal of Anesthesia History", (See Article VI) and other publications either independently or in collaboration with an established journal within the terms of an agreement made between the Association and the proprietor of said journal.

Section 2: Members in all categories of membership shall receive regular subscriptions to "The Journal"-and other publications that print the official transactions of the Association.

Section 3: "The Journal" may be published at a frequency established by its Governing Board, as limited by financial considerations in consultation with the AHA Council. (See Journal Governing Board)

Article XI: AWARDS

Section 1: The Council shall have the privilege of establishing honorary lectureships and presenting awards in recognition of contributions of outstanding merit in the field of anesthesia history.

Article XII: RELATIONS WITH OTHER SOCIETIES

Section 1: The Association will maintain close liaison and cooperate with other societies whose interests include the study of the history of anesthesia.

ARTICLE XIII: NOMINATIONS AND ELECTIONS

Section 1: All candidates for office shall be nominated by a Nominating Committee, but additional nomination may be placed by any voting member at the Annual Meeting.

Section 2: The Secretary shall circulate by appropriate means the list of nominations to all Active Voting Members of the Association not less than thirty days before the Annual Business Meeting.

Section 3: The Officers of the Association and At-Large Council members shall be elected by a majority of the valid votes cast at the Annual Business Meeting of the Association. Subject to the endorsement by majority vote of the Nominating Committee, the Vice President shall succeed to the office of President at the close of the Annual Business Meeting following his/her three year term of office. [Council shall determine a schedule for transition from the term limits in the previous Bylaws to conform to these bylaws, and after transition is completed this paragraph shall be dropped from the bylaws.]

Section 4: All officers and Council Members (except the ex officio member, the Editor-In-Chief of the Journal) shall serve for three-year terms. The intent is that one third of the At-Large membership of the Council shall be elected each year, and any vacancies shall be filled by nomination and election as specified in these Bylaws, but unforeseen circumstances may legitimately alter this schedule.)

Section 5: Unexpected vacancies out of the election cycle other than that of President shall be filled by appointment by the President. A vacancy in the office of the President shall be filled by the Vice President, who shall serve for the unexpired portion of the predecessor's term.

Section 6: The term of office of any Officer or Council member appointed midterm will expire at the conclusion date of the person originally elected to that office. The vacant position will then be subject to the normal election process and the temporary office holder may stand for election to the same or another position.

ARTICLE XIV: PARLIAMENTARY PROCEDURE

Section 1: The conduct of all meetings of the Association shall be governed by procedures outlined in the latest edition of “The Standard Code of Parliamentary Procedure”, by the American Institute of Parliamentarians.

ARTICLE XV: BYLAWS AMENDMENTS

Section 1: (See above Article VI, Section 2e) In addition to the Bylaws Committee, any five Voting Active Members may propose changes in the Bylaws by presenting their proposals to the Secretary in writing not less than sixty days prior to any annual meeting. The Secretary shall send them to the Active Members not less than thirty days before the meeting. The proposed changes shall then be considered at the meeting and shall become effective by a two-thirds vote of the Active Members voting. [This major revision of the Bylaws requires a two-thirds vote of Active Members voting.]

ARTICLE XVI: COMPENSATION

Section 1: No compensation shall be paid to the Officers or members of the Council pursuant to any contractual arrangement whatsoever. Officers, Council members, and committee members may be reimbursed for actual expenses, excluding Association meeting attendance, incurred in the performance of their duties.

ARTICLE XVII: TERMINATION OR DISSOLUTION

Section 1: In the event of termination, liquidation or dissolution of this Association, the remaining assets of the corporation, after paying or adequately providing for the debts and obligations of this corporation, shall be distributed to the Wood Library-Museum of Anesthesiology. If any assets cannot be distributed to the Wood Library-Museum of Anesthesiology, the Council shall determine the recipients of the assets. Notwithstanding the above, the remaining assets shall be distributed only for one or more exempt purposes within the meaning of IRC Section 501 (c) (3) or corresponding section of any future Federal Tax code.