

# SOUTHEAST/SOUTHWEST REGIONAL ASSOCIATION OF POLYSOMNOGRAPHIC TECHNOLOGIST

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## **Article 1.0**

### **NAME**

THE NAME OF THIS NON-PROFIT ASSOCIATION SHALL BE THE Southeast/Southwest Regional Association of Polysomnographic Technologists. The Association may be referred to as the SE/SW RAPT.

## **Article 2.0**

### **BOUNDRIES**

The Association will be comprised of the following states: Alabama, Arkansas, Florida, Georgia, Louisiana, Mississippi, North Carolina, South Carolina, Tennessee, Texas, Virginia and West Virginia.

## **Article 3.0**

### **OBJECTIVES AND PURPOSES**

The objectives and purposes of the Association are:

1. To promote and provide education/communication for both Registered and non-Registered technologists working in the field of polysomnographic technology.
2. To encourage and help technologists deliver the finest possible patient care and safety, and to produce the highest quality technical standards of polysomnographic technology.
3. To support and advance the professional identity of technologists and promote increased awareness of polysomnographic technology.
4. To protect and preserve both the patient and the public trust in polysomnographic technology.
5. To encourage and assist in the advancement of science and technical standards of polysomnographic technology.
6. To manage funds appropriate to the purposes of the Association.
7. To exercise all powers conferred on the Corporation formed under non-profit status, including, but not limited to, the power to accept donations of money or property, whether real or personal, or any interest therein, wherever situated.

## **Article 4.0**

### **NON-PROFIT, NON-POLITICAL, NON-SECRETARIAN STATEMENT**

The Association shall not endorse or support any party or candidate for public office directly or indirectly, nor shall the Association's name or the name of any officer in his or her official capacity in this Association be made available for the benefit or detriment of any commercial interest, political party, or candidate for public office.

## Article 5.0

### SECTION -1 CLASS OF MEMBERSHIP

The membership shall be divided into classes as follows:

- a. Active
- b. Associate
- c. Honorary
- d. Corporate/Supporter

### SECTION – 2 QUALIFICATIONS, RIGHT AND PRIVILEGES OF MEMBERSHIP

- A. ACTIVE – Active members of the Association shall be individuals who reside in the boundaries of the SE/SW Region (as outlines in Article 2.0) and have one or more of the following qualifications:
  1. any polysomnographic technologist who has obtained the credential of Registered Polysomnographic Technologist (RPSGT),
  2. any polysomnographic technologists who is Registry-eligible,
  3. any employee of a sleep medicine center functioning in the primary capacity of a polysomnographic technologist,
  4. any ancillary or managerial staff person who is affiliated with a sleep medicine facility,
  5. any person with a primary vocation in good standing (i.e. members of the Association whose membership dues are currently paid) shall have the power to vote on matters relating to the Association (see Article 7.0, Section 2).
- B. ASSOCIATE – Any person who has an interest in polysomnography, or who works in a related field and does not qualify under the individual member category may become an Associate Member. Associate Members shall not be eligible to vote or hold office, but shall be eligible to serve on committees and receive official newsletter publications of the Association.
- C. HONORARY – Any person engaged in special services to the field of polysomnography shall be eligible for Honorary Membership. Honorary Members shall not be eligible to vote, hold office or be appointed to committees, but shall receive the official publication of the Association. Honorary Members shall be those persons accorded such membership status by two-thirds (2/3) majority of the Board of Directors.
- D. CORPORATE/SUPPORTER – Corporate/Supporter Members shall be corporations that have provided one hundred fifty dollars in U.S. currency (\$150.00) or more financial support in the current Association fiscal year.

## Article 6.0

### SECTION-1 ACCEPTANCE OF NEW MEMBERS

All prospective members shall apply for admissions to the Membership Chair by completing an application and making payment of dues. The Membership Chair will notify the applicant of their acceptance and provide membership materials.

### SECTION-2 RESIGNATION

Any member may resign from the SE/SW RPTA by giving written notice of such intent to the secretary, who will present such notice to the Membership Committee at the first regular meeting after its receipt. Dues are forfeited and will not be refunded.

### SECTION-3 EXPULSION

Any member who violates the Bylaws of the Association, the standards or professional ethics, or “with cause” as set forth by the Association, may be expelled from membership or have disciplinary action taken by majority vote of the Board of Directors. Said member shall be given a copy of the charges. Charges shall be delivered by registered mail at least fifteen (15) calendar days prior to final action being taken.

## SECTION-4 FORFEITURE

Members who fail to pay their dues within thirty (30) days from January 1<sup>st</sup> shall be notified by the Membership Committee. If payment is not made within the succeeding thirty (30) days, members will forfeit their membership in the Association and thereupon forfeit all rights and privileges for membership; provided that the Membership Committee may rule to extend the time for payment of dues and continuation of membership privileges upon request of a member and for good cause.

## SECTION-5 REINSTATEMENT

A former member whose registration has been accepted by the Association or whose membership has been forfeited for non-payment of dues shall be reinstated upon payment of the current year's dues and assessments.

### **Article 7.0**

## SECTION 1 – ANNUAL MEETING OF MEMBERS

There shall be an Annual Business Meeting of the members immediately following the Annual Meeting. Notice of the meeting, signed by the Secretary, shall be mailed, except as herein or by status otherwise prohibited, to the last recorded address of each member at least sixty (60) calendar days before the time appointed for the Meeting. All notices of meetings shall specifically set forth the following: 1) place, 2) date, 3) time and 4) purpose of the meeting. The agenda of each Annual Meeting, the compilation of which is a function of the secretary, shall include a designated time period wherein any Active Member in good standing may address the Meeting. Rules of debate and rebuttal, if any, must be established as Rules of the Day, either in the Agenda or during the opening comments by the presiding officer, immediately after the meeting is called to order. As an option, Active Members in good standing should reserve speaking time by written notice delivered to the Secretary no later than thirty (30) calendar days prior to the meeting date.

## SECTION -2 SPECIAL MEETINGS

A special meeting of members may be called by the President or a coalition of members constituting a minimum of five (5) percent of the voting membership. Written notice of the time and place of the meeting shall be given to the members setting forth the agenda for the meeting. No business, other than that specified in the notice, shall be transacted during any Special Meeting of the members.

## SECTION-3 VOTING BODY

The voting body of the Annual Business Meeting shall be limited to Active Members in good standing of the Association.

## SECTION-4 WAIVER

Notwithstanding the provision of any of the following sections, a meeting of the members of this Corporation may be held at any place within or without the Southeast or Southwest region of the United States, and any action may be taken thereafter, if notice is given in writing to every member having the right to vote at the meeting.

## SECTION-5 QUORUM

Five (5) percent of the voting membership, other than the Board of Directors, present at the Annual Business Meeting or any special meeting, shall constitute a quorum for the transaction of business.

## Article 8.0

### RESPONSIBILITIES OF THE ASSOCIATION

- A. The Association shall maintain minutes of all meetings pertaining to the conduct of the business activities of the Association. Meeting notes from the Annual Meeting shall be submitted to Active Members within sixty (60) days of the Annual Meeting. Minutes will be maintained through the year of all other meetings and submitted to all Members of the Association at the following years' Annual Meeting.
- B. The Association shall maintain records of all financial activities and submit top the Active and Associate Members in writing, or in announcement at the Annual Meeting. Said reports must comply with all federal, state or local laws.

## Article 9.0

### SECTION – 1 OFFICERS

The officers of the Association shall be a President, President-elect, Secretary and Treasurer.

### SECTION -2 OFFICERS AS DIRECTORS

All officers are members of the Board of Directors and report to the President.

### SECTION -3 ELIGIBILITY

- A. Only Active members in good standing shall be eligible to serve as Officers of the Association who are one of the following:
  - 1. any Polysomnographic Technologist who has obtained the credential of RPSGT,
  - 2. any Polysomnographic Technologist who is registry-eligible, as defined by the BRPT,
  - 3. any employee of a Sleep Medicine Center or Lab functioning in the primary capacity of a Polysomnographic Technologist,
  - 4. any ancillary or managerial staff person who is affiliated with a Sleep Medicine facility.

### SECTION-4 ELECTION AND TERM OF OFFICERS

Elections shall be by secret written ballot, or at any special meeting that is open to the entire membership and has been duly announced at least sixty (60) days in advance. The election portion of the meeting shall be officiated by a neutral party (i.e. a Board member or Active member in good standing who is not a candidate for office in that election). Ballots shall be distributed to members by one or more appointed Master-at-Arms, who shall be individually responsible to tally the ballots. The Master-at-Arms shall make a final written and co-signed report of the ballot counts to the presiding officer who shall announce the name of the member who has been elected to office. The initial term of office for the Board of Directors shall be for such terms as members determine.

No individual can represent more than one (1) elected office on the Board of Directors of the Association. All officers shall be elected to serve for a term of two (2) years. Additionally, Officers are discouraged from serving as Committee Chairs in order to allow for diversity of membership participation.

No individual may participate in the process to hold elective office on the SE/SW Association Board of Directors for more than two (2) consecutive terms. However, no restrictions shall apply for election to office in non-consecutive terms, nor shall a limit be placed on appointment to vacancies in office when such vacancy is filled by the action of the Board of Directors.

### SECTION-5 VACANCIES

- A. In case of death, incapacity, or resignation of the President, the vacancy shall be filled by the President-Elect.
- B. In case of death, incapacity, or resignation of the President-Elect, Secretary or Treasurer, the vacancy shall be filled by the action of the Board of Directors.

- C. The fulfillment of a vacancy shall not constitute a term.
- D. A successor so appointed shall serve until the next election of the Association in which he/she becomes eligible for general election.
- E. In the event that any individual Director is absent from any two (2) consecutive regular meetings of the Board that Director shall be disqualified from office and be replaced for the remaining portion of the elected term.

#### SECTION -6 PRESIDENT

- A. The office of the President shall be filled by the President-Elect duly elected to the immediately preceding term of office.
- B. The President shall be the Chief Executive Officer of the Association and shall preside at all meetings of the Association and the Board of Directors. The President shall have the responsibility for the general supervision, direction and control of the business affairs of the Association in conformity of the Association policies.
- C. The President shall have the liaison officer to the physician affiliates and technologist credentialing bodies.
- D. The President shall have the power to elect committees and chairpersons of committees from among the members, from time to time, as he/she may in his/her discretion decide is appropriate to assist in the conduct of the affairs of the Association with the approval of the Board of Directors.

#### SECTION -7 PRESIDENT-ELECT

The President-Elect shall act in the absence or disability of the President and shall perform all the duties of the President, and shall have all powers and duties as may be prescribed by the Board of Directors.

#### Section -8 PAST PRESIDENT

The Immediate Past President shall serve as advisor to the President and shall perform such duties as from time to time may be assigned by the President or the Board of Directors.

#### SECTION -8 SECRETARY

- A. The Secretary will keep the minutes of the meetings of the Board of Directors and of committees having any of the authority of the Board of Directors in one or more books provided for that purpose.
- B. The Secretary will see that all notices are duly given in accordance with these Bylaws or as required by law.
- C. The Secretary will be custodian of the corporate records and of the Seal of the Corporation.
- D. The Secretary will see that the Seal of the Corporation is affixed to all documents, the execution of which on behalf of the Corporation is duly authorized in accordance with the provisions of these Bylaws.
- E. The Secretary in general will perform all duties incident to the Office of Secretary, and other such duties as from time to time may be assigned by the President or Board of Directors.

#### SECTION-9 TREASURER

- A. The Treasurer shall have the responsibility for the Association's funds and securities and shall be responsible for keeping full and accurate financial records, and books of accounts showing all receipts and disbursements, for preparing all required financial statement and for the deposits of Monies and other valuable effects in the name of the Association or the managing agent in such depositories as any, from time to time, may be designated by the Board of Directors.
- B. The Treasurer shall be responsible for the preparation of the budget of the Association.
- C. The Treasurer shall have the sole responsibility to make deposits, collect dues, meeting registration fees, vendor fees, and all other funds of the Association.

## SECTION-10 RESIGNATION

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

### Article 10.0

#### BOARD OF DIRECTORS

All officers are members of the Board of Directors and report to the President.

### Article 11.0

#### SECTION -1 COMMITTEES, APPOINTEES AND CHAIRS

- A. There shall be Committees and Chairs as required to carry on the work of the Association.
- B. The officers of the Board of Directors are empowered to create, combine, or dissolve committees and chairs, or to change their composition or responsibilities as the need may arise.
- C. The chairperson(s) of each committee shall correspond to the President's term, unless a specific term is otherwise approved of the President.
- D. The term of the committee or chair shall correspond to the President's term, unless a specific term is otherwise approved by the Board of Directors.
- E. The members of any committee shall be appointed by the chairperson(s) and are subject to the approval of the President. The President shall serve as an ex-officio member of each committee.

#### SECTION -2 APPOINTED CHAIRS

There will be three (3) chairs appointed by the Board of Directors:

- A. Membership Committee Chair
- B. Nominating/Election Committee Chair
- C. Education Chair
- D. Newsletter Committee Chair

#### SECTION-3 MEMBERSHIP COMMITTEE CHAIR

- A. The Chair of the Membership Committee shall be appointed by the Board of Directors. The Chair's term shall correspond to the Presidential term, unless a specific term is otherwise approved by the Board of Directors.
- B. The Membership Committee Chair shall prepare and supply membership application forms and pass upon all affairs related to membership that are not otherwise provide by in the Bylaws.
- C. It shall be the duty of the Membership Committee to notify new members by mail and by publication of names and status of membership annually as well as to conduct recruitment activities with the support of the Association.

#### SECTION -4 NOMINATING/ELECTION COMMITTEE CHAIR

- A. The Nominating/Election Committee Chair shall be appointed by the Board of Directors. The Chair's term shall correspond to the Presidential term, unless a specific term is otherwise approved by the Board of Directors.
- B. The Nominating/Election Committee chair shall receive nominations from the membership and identify active members as candidates for vacancies occurring for Offices of Board of Directors.
- C. The Nominating/Election Committee Chair shall be responsible for the collection and tally of ballots from the members of the Association during the general election of Officers for the Board of Directors.

## SECTION-5 EDUCATION COMMITTEE CHAIR

- A. The Education Committee Chair shall be appointed by the Board of Directors. The Chair's term shall correspond to the Presidential term, unless a specific term is otherwise approved by the Board of Directors.
- B. The Education Committee Chair shall provide assistance to the Annual Meeting host in selecting educational topics for the agenda.
- C. The Education Committee Chair, to the extent possible, will review annual meeting presentations for unambiguous error in content.
- D. The Education Committee Chair will provide educational content for the newsletter.

## SECTION-6 NEWSLETTER COMMITTEE CHAIR

- A. The Newsletter Committee Chair shall be appointed by the Board of Directors. The Chair's term shall correspond to the Presidential term, unless a specific term is otherwise approved by the Board of Directors.
- B. There shall be an official newsletter of the Association, approved by the Board of Directors prior to distribution.
- C. The purpose of the Southeast/Southwest Newsletter shall be to further the goals of the Association and to serve as a medium of communication and exchange of ideas, experience and information.

## Article 12.0

### SECTION -1 FISCAL YEAR

The fiscal year of this Association shall be from January 1st through December 31st.

### SECTION-2 BUDGET

Fiscal and money policies shall be established by the Board, and the fiscal year of the Association shall be determined by the Board of Directors. Upon recommendation of the Treasurer, the Board of Directors shall adopt an annual operating budget covering all activities of the Association.

### SECTION-3 CHECKS, DRAFTS AND LOANS

All checks, drafts, loans or other orders for the payment of money, notes or other evidence of indebtedness shall be issue in the name of the Association in such manner that shall be determined by the Board of Directors. In the absence of such determination, such instruments shall be signed by the Treasurer.

### SECTION-4 DEPOSITS

All funds of the Corporation shall be deposited to the credit of the Association in such banks, trust companies, or other depositories as the Treasurer may, from time to time, select.

### SECTION-5 DUES

- A. Dues are subject to change by the voting members at the Annual Business Meeting of the Association as recommended by the Board of Directors.
- B. Dues shall be paid annually and are not refundable.

### SECTION-6 ASSESSMENT; METHOD OF COLLECTION

Special assessments in addition to annual dues may be levied for a specific purpose by the Board of Directors. Method of collection will be determined at the time the assessment is considered and approved.

### SECTION-7 GIFTS

The Board of Directors may accept on behalf of the Association any gift, contribution, bequest, or device for the general purpose or for any special purpose of the Association. No member of the Board of Directors may accept personal gifts, contributions, bequest or device by any vendor (s), members or association.

### **Article 13.0**

#### **BOOKS AND RECORDS**

The Association shall keep correct and complete books and records of the account as well as keep Minutes of the proceedings of the Board of Directors and committees having any authority of the Board of Directors. In the record, the names and addresses of the President and the Board of Directors shall be listed. All books and records of the Association may be inspected by any Director or Active member in good standing, or his agent or attorney, for any proper purpose at any reasonable time.

### **Article 14.0**

#### **DISSOLUTION**

In the event of dissolution or final liquidation of the Association, all of its assets remaining after payment of its obligations shall be made or provided for shall be distributed to a non-profit entity engaged in activities substantially similar to the Association. Distribution of funds shall be designated by the Board of Directors.

### **Article 15.0**

#### **SECTION-1 PROCEDURES TO AMEND THESE BYLAWS**

- A. Amendments may be presented in writing to the President by any member in good standing. The President shall forward amendment proposals to the Board of Directors within thirty (30) days of receipt.
- B. Amendments to these Bylaws may be made by a majority vote of the Board of Directors. Action to amend may be initiated by the President-Elect. Proposed amendments shall be forwarded to the President at least two (2) months prior to the Annual Meeting, together with justification for the amendment. The President shall circulate the proposed amendment and justification to all members of the Board of Directors at least one (1) month prior to the Annual Meeting. Voting shall follow discussion of the proposed amendments.
- C. Any change in the Bylaws will be circulated to the membership in the Association's Newsletter.