

BYLAWS

Updated August 19, 2020

ARTICLE I. NAME

The name of this corporation is the Association of University Anesthesiologists (hereinafter called the "Association").

ARTICLE II. MISSION STATEMENT

The object of this Association shall be the advancement of the Art and Science of anesthesiology by: (1) the encouragement of its members to pursue original investigations in the clinic and in the laboratory; (2) the development of methods of teaching (anesthesia); and (3) (such) free and informal interchange of ideas.

ARTICLE III. MEMBERSHIP

Section 3.01 Categories

The Association shall consist of Active, Affiliate, Associate, Honorary, and Members Emeritus

(a) Active Members

An individual (a) who occupies and has occupied a faculty position in anesthesiology in a medical school or its affiliated teaching hospital for at least twenty-four months following completion of residency training in anesthesiology or relevant post-doctoral training and (b) whose work as an anesthesiologist, teacher, or investigator has demonstrated success in academic anesthesia, or who has shown a continued productive interest in and contribution to academic anesthesia, may be nominated for election to the Association.

(b) Affiliate Members

(i) An individual who has made distinguished contributions to academic anesthesiology but does not have a primary faculty appointment may be elected as an Affiliate Member.

(ii) Affiliate Members shall enjoy all the privileges of Active membership except those of voting and holding office.



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- (c) Associate Members
 - (i) An individual who holds a faculty position in anesthesiology in a medical school or its affiliated teaching hospital and who has been approved for funding for a K or R-Type Grant from NIH, FAER, AHA, APSF, IARS or non-U.S. equivalents may be elected as an Associate Member.
 - (ii) Associate Members shall enjoy all the privileges of Active membership except those of voting and holding office.

- (d) Honorary Members
 - (i) An individual whom the Society wishes to honor for distinguished contributions to academic anesthesiology may be elected as an Honorary Member.
 - (ii) Honorary Members shall enjoy all the privileges of Active membership except those of voting and holding office, and will not be required to pay dues.

- (e) Member Emeritus
 - (i) A member who has been an Active Member for ten years or more, and who has retired from a faculty position in anesthesiology in a medical school or its affiliated teaching hospital, shall have the option to continue as an AUA Member Emeritus upon request.
 - (ii) Member Emeritus may enjoy all the privileges of active membership except those of voting, holding office, and paying dues.
 - (iii) It is understood that Member Emeritus, as retired faculty who will no longer pay AUA dues, should not be compensated for full time services (regardless of Emeritus or other status) by a medical school, affiliated teaching hospital, or other employer.

- (f) Former Members
 - (i) Any active member who has changed either manner or place of practice and in doing has relinquished the qualifications for membership implied in Section 3.01 or who by virtue of the new situation is unlikely to pursue the object of the Association set forth in Article II.



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Section 3.02 Nomination of Members

- (a) Nomination of Active and Affiliate Members
 - (i) By January 15 and June 15 of each year the secretary will invite nominations from the membership of the Association by (a) email or other electronic communication to the membership, (b) publishing an announcement in the Association newsletter, and (c) posting an announcement to the Association website. The announcement will include the membership requirements, the nomination process and requirements, and the nomination deadline.
 - (ii) Candidates for Active and Affiliate Membership must be nominated by an Active member in good standing.
 - (iii) The Council will determine the process and timeline for nomination of Active and Affiliate members.
 - (iv) At the Council meetings during the Annual Meeting of the Association and the Annual Meeting of the American Society of Anesthesiologists the Council will review all candidates and nomination materials and determine whether nominated candidates meet the requirements of Active or Affiliate Membership. Candidates determined by the Council to be qualified for Active or Affiliate Membership will be submitted to the membership for election.
- (b) Nomination of Associate Members
 - (i) Candidates for Associate Membership must be nominated by an active member who currently holds the position of Anesthesiology Department Chair.
- (c) Nomination of Honorary Members
 - (i) The Council shall nominate for Honorary Membership those candidates determined by the Council to be qualified.

Section 3.03 Election of Members

- (a) Election of Active, Affiliate, and Honorary Members
 - (i) Within 30 days of the Council determination of candidates qualified for membership, the Active members in good standing will vote by electronic ballot on the candidates recommended by the Council. Members may vote by mail ballot on request. The affirmative vote of two-thirds of the Active members voting is required for election.
 - (ii) Candidates not elected may be re-nominated.



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- (b) Election of Associate Members
 - (i) The Council will review Department Chair nominations and elect to membership those candidates who are determined to meet the requirements for Associate Membership.
 - (ii) Associate Members will continue to be eligible for Associate Membership following the expiration of their qualifying research funding.
 - (iii) Associate Members may be asked to provide evidence of research funding.
 - (iv) Associate Members who wish to be considered for Active Membership must meet the eligibility requirements and be nominated and elected pursuant to these Bylaws.

Section 3.04 Dues

- (a) The Council shall determine the amount of dues and application fees required of Active, Affiliate, and Associate Members. Such earned fees or dues shall not be refundable.
- (b) There shall be no annual dues or assessments required of Senior and Honorary members.
- (c) Annual dues are payable on January 1 of each year.
- (d) A member shall be deemed delinquent if the dues are unpaid by March 31; and, after notification, and if delinquent on May 1, the member shall be dropped from membership in this Association.
- (e) A delinquent member may be reinstated by:
 - (i) Being re-nominated in the same category of membership.
 - (ii) Paying all dues and assessments (if any) in arrears.

Section 3.05 Termination of Active Membership

- (a) Upon presentation of valid evidence to the Secretary of the Association that any active member has changed either manner or place of practice, and in doing so has relinquished the qualifications from membership as implied in Article III, or by virtue of this new situation is unlikely to pursue the object of the Association set forth in Article II, the following action shall be taken: After consideration of the case by the Council and upon order of the Council, the member under consideration will be notified by the Secretary that within one year cause should be shown why designation as Former Member should not be made. At the next annual Council Meeting following the original notification of the member, the Council will take final action in either so designating the member or in affirming active membership.



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- (b) In the event of re-designation, the member shall be restored to the privileges of active membership upon request and the offer of evidence satisfactory to the Council that the member is once again engaged in the kind of activities the Association of University Anesthesiologists wishes to support.
- (c) The Council shall have the power to drop from the Association's rolls any member who for any reason fails to retain good standing in the medical profession.

ARTICLE IV. COUNCIL

Section 4.01 Composition

- (a) The Council shall consist of the President, the Immediate Past President, the President-Elect, a Secretary, Treasurer, the Chair of the Communications and Website Committee, and three Councilors-at-Large.

Section 4.02 Duties

- (a) The Council shall consider matters to be presented to the Association-at-Large.
- (b) The Council shall act as a membership committee and shall recommend candidates for election, according to the procedure outlined in Article III. All resolutions shall be referred to the Executive Council and shall be presented to the Association for vote upon recommendation of the Council.
- (c) The Council shall exercise the full powers of the Association in the interim between meetings, except that it may not elect members, elect officers, or amend the Constitution and By-Laws. The Council shall report its actions taken under By-Law, and the deliberations leading thereto, to the Association prior to the next annual meeting.

Section 4.03 Meetings of the Council

- (a) The Council shall hold its Annual Meeting at the time and place of the Annual Meeting of the Association.

Section 4.04 Additional Meetings

- (a) The Council shall meet during the Annual Meeting of the American Society of Anesthesiologists.
- (b) The President may, with the approval of the officers, call additional meetings of the Council.

Section 4.05 Quorum

- (a) Fifty percent (50%) of the voting members of the Council shall constitute a quorum.



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Section 4.06 Officers

- (a) The officers of the Association shall be the President, an Immediate Past President the President-Elect, a Secretary and Treasurer.

Section 4.07 Duties

- (a) President
 - (i) The President shall preside at all meetings of the Association, cast the deciding vote, see that the rules of order and decorum are properly enforced in all deliberations of the Association and sign the approval proceedings of each meeting.
- (b) President-Elect (or Past President)
 - (i) In the absence of the President, the President-Elect shall preside at all meetings of the Association. In the absence of both the President and the President-elect, the Immediate Past President shall preside at all meetings of the Association.
- (c) Secretary
 - (i) In the absence of both, the Secretary shall preside at all meetings of the Association.
 - (ii) The Secretary shall keep a true and correct record of the proceedings of the meetings of the Executive Council and the General Membership, preserve all books, papers and articles belonging to the Association, keep an account of the Association with its members, and keep a register of the members with the dates of their admission and places of residence. Individual members must notify the Secretary in writing of a change of address. The Secretary shall report unfinished business of previous meetings requiring action and attend to such other business as the Association may direct.
 - (iii) The Secretary shall also be reimbursed for such expense as may have been encountered in the proper execution of the above duties.
- (d) Treasurer
 - (i) The Treasurer shall collect the dues of the Association and make disbursements for expenses. The Treasurer shall present an annual report of the financial condition of the Association. A committee appointed by the President shall audit the accounts of the Treasurer annually.

Section 4.08 Council Elections

- (a.) Three months prior to the Annual Meeting of the Association the Council shall inform the Association's voting members in good standing as to the Councilor and Officer positions eligible for election. For each open position the information provided to the voting members shall include the term of office, a position description, and the qualifications for the position.
- (b.) Voting members shall be invited to submit electronically their nominations of qualified individuals to stand for election. Members shall be provided 2 weeks to submit nominations.
- (c.) A nominating committee, consisting of the Past President, who shall serve as chair, the President and the Secretary, shall review the nominations submitted by the members and construct the election ballot.
- (d.) The Council shall distribute the election ballot, along with information describing the qualifications of each candidate, to the voting members electronically. Voting members shall 2 weeks to complete and submit their ballots electronically.
- (e.) Election shall be by a majority vote of the votes cast by the voting members for each position.
- (f.) In the event that there are many candidates without an obvious outcome after the first round of voting, the nominating committee may determine that further rounds of voting are needed with elimination of candidates securing the fewest votes.
- (g.) Candidates winning elections shall be announced to the membership at the Annual Membership Business Meeting and in the Association Newsletter.
- (h.) New Councilors and Officers shall commence their terms at the conclusion of the Annual Meeting

Section 4.09 Terms

- (a) President
 - (i) The President shall be elected for a two-year term automatically following a two-year term as President-Elect.
- (b) President-Elect
 - (i) The Secretary shall succeed automatically to the position of President-Elect for a two year term following completion of a two year term as Secretary.
- (c) Secretary
 - (i) The Secretary shall be elected for two years and shall succeed automatically to the position of President-Elect.



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- (d) Treasurer
 - (i) The Treasurer shall be elected for three years.
- (e) Councilors-at-Large
 - (i) Each Councilor-at-Large shall be elected for three years.

Section 4.10 Compensation

- (a) Members of Council shall not be entitled to receive compensation for their duties, including attendance at the Annual Meeting of the Council and at the Council Meeting conducted during the Annual Meeting of the American Society of Anesthesiologists.
- (b) Members of Council may be reimbursed for attendance at meetings other than those specified in Section 4.10(a) by resolution of the Council to the extent funds are available.

Section 4.11 Resignations

- (a) Any Councilor of the Association may resign at any time, orally or in writing, by notifying the President or the Secretary. Such resignation shall take effect at the time therein specified; and, unless otherwise specified, the acceptance of such resignation shall not be necessary to make it effective.

Section 4.12 Removal

- (a) Any Councilor may be removed for cause by an affirmative vote of at least two-third (2/3) of the other members of Council at a special meeting called for such purpose.

Section 4.13 Vacancies

- (a) Vacancies occurring in the offices of the Association other than that of the President shall be filled by appointment by the President until the next meeting of the Association. The President shall also appoint members to all committees.

Section 4.14 Meetings by Electronic Means

- (a) To the extent authorized by law, meetings by the Council or any committee by conference telephone, e-mail, or similar communications equipment shall be permitted, provided that a quorum of Council members is able to participate. Participation in a meeting by such means shall constitute presence in person at any such meeting.



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ARTICLE V. COUNCIL OF FACULTY AND ACADEMIC SOCIETIES (CFAS) REPRESENTATION

Section 5.01 CFAS Representatives

- (a) Two active members will serve as representatives to the CFAS for a six-year term each. CFAS representatives may be re-elected to serve an additional six-year term. The terms of office will be staggered so that a representative is elected every three years.
- (b) The method of nomination and election will be the same as for the officers of the Association.
- (c) The representatives will submit either together or individually an annual written report to the Council and the membership. The CFAS representatives will not be members of the Executive Council but at the discretion of the President may be invited to sit with the Council in its deliberations of matters pertaining to the CFAS.

ARTICLE VI. COMMITTEES

Section 6.01 Purposes

- (a) To accomplish the objectives of this Association, delegating such activity to a committee consisting of members of this Association may affect certain activities more expeditiously.

Section 6.02 Appointment

- (a) The President, unless otherwise specified in these Bylaws, shall appoint members of committees to fill vacancies as they occur.

Section 6.03 Standing Committees

The standing committees of the Association shall be as follows:

- (a) Committee on Bylaws
 - (i) The committee shall consist of three members, including the Immediate Past President who shall serve as chair. The two remaining members of the committee shall each serve two-year terms and staggered so that one term expires in even numbered years and the other term expires in odd numbered years.
- (b) Communications and Website Committee Composition



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- (i) The Communications and Website Committee Chair and Newsletter Editor and members shall be nominated by Council and appointed by the President. The Chairs of the EAB and SAB will also be members of the Communications and Website Committee. The Communications and Website Committee Chair shall serve for a period of five years subject to one renewal upon appointment by the President with approval by Council. The regular member of the Communications and Website Committee shall serve for a period of three years each with appointment staggered with new appointments made each year.
 - (ii) The Chair of the Communications and Website committee will be a voting member of Council.
 - (iii) The President (after consultation with the Communications and Website Committee Chair) shall appoint members to the Communications and Website Committee.
- (c) Duties
- (i) The Communications and Website Committee shall be responsible for production of the Society Newsletter and production and maintenance of the Society website and other technological communications.
- (d) Ad Hoc Committees
- (i) The President may appoint Ad Hoc Committees. Such committees shall be limited to the tenure of office of the President appointing them.

Section 6.04 Advisory Boards

- (a) Educational Advisory Board (EAB)
 - (i) Composition

- 1) The EAB Chair shall be appointed by the President. The EAB Chair shall serve for a period of two years, and may be reappointed. The regular members of the EAB shall serve for a period of three years with appointments staggered each year so there are new appointments made each year.
- 2) The President (after consultation with the EAB Chair) shall appoint members to the EAB.

- (ii) Duties

- 1) The EAB shall be responsible for planning the educational program of the Association's Annual Meeting.
- 2) The EAB shall meet at the AUA Annual Meeting and provide a finalized program to the Council at the Council's fall meeting.

(b) Leadership Advisory Board (LAB)

(i) Composition

- 1) The LAB Chair shall be chair appointed by the President. The LAB Chair shall serve for a period of two years, and may be reappointed. The regular members of the LAB shall serve for a period of three years with appointments staggered so there are new appointments made each year.
- 2) The President (after consultation with the LAB Chair) shall appoint members to the LAB.

(ii) Duties

- 1) The LAB shall provide professional development of AUA members, so that AUA members will develop as leaders in academic anesthesiology.
- 2) The LAB shall develop activities and resources that help AUA members advance on a path to academic leadership. This includes assessing the needs of our members and assessing the outcomes of the developed activities and resources.
- 3) The LAB shall create an educational program that is in alignment with AUA's diversity, equity and inclusion mission.
- 4) The LAB shall collaborate with other AUA leaders to establish an equitable and inclusive environment for AUA members.
- 5) The LAB shall engage in deliberate outreach within academic anesthesiology to encourage diversity within the AUA membership.

(c) Scientific Advisory Board (SAB)

(i) Composition

- 1) The SAB Chair shall be chair appointed by the President. The SAB Chair shall serve for a period of two years, and may be reappointed. The regular members of the SAB shall serve for a period of three years with appointments staggered so there are new appointments made each year.
- 2) The President (after consultation with the SAB Chair) shall appoint members to the SAB.



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- (ii) Duties
 - 1) The SAB shall be responsible for planning the scientific program of the Association's Annual Meeting.
 - 2) The SAB shall meet at the AUA Annual Meeting and provide a finalized program at the Council at the Council's fall meeting.
 - 3) The SAB shall create an educational program that is in alignment with AUA's diversity, equity and inclusion mission.

Section 6.05 Annual Reports

- (a) Annual reports shall be prepared by the committees and advisory boards and forwarded to the Secretary at such time the Council may direct, but no less than thirty (30) days prior to the Annual Membership Meeting. Such reports shall be submitted to the Council for approval.
- (b) The Annual Report of the President shall be presented at the Annual Membership Meeting and published in the Association's newsletter.

ARTICLE VII. ANNUAL MEETING

Section 7.01 Annual Meeting

- (a) The Association shall meet annually at such place as may be designated by the Council.
- (b) Active members, whose Departments of Anesthesiology may wish to host an Association Annual Meeting shall submit proposals to Secretary not more than four years prior to the year of the meeting. The Secretary shall present the proposals for selection of an Annual Meeting location. The Secretary shall inform the members, who submitted proposals, of the Council's determination. The member, whose proposal was selected, shall be referred to as the "host department."
- (c) The host for the Annual Meeting in conjunction with the President and Secretary acting on behalf of the Council shall determine the program for that meeting. No more than one- half day shall be devoted to a program arranged by the host institution.
- (d) Former Members, members who have been designated former members under the provisions of Article III, Section 3.01(f) of the Bylaws may attend the scientific and social events of the annual meeting upon payment of the registration fee and an additional fee equal to the annual membership dues then in effect.
- (e) Guests



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- (i) Association shall be limited to one for each active and honorary member except that this limitation shall not apply to foreign guests, residents and fellows, nor to the department acting as host for a meeting.
 - (ii) Guests shall have the privilege of the floor at scientific sessions.
 - (iii) Guests may be invited to other annual meeting functions at the discretion of the host.
- (f) Annual Business Meeting
- (i) The Association shall convene annually, during its annual educational meeting at a time and place to be determined by Council.
 - (ii) Quorum
- 1) Ten (10) percent of the Association members present at the Business Meeting shall constitute a quorum.
- (iii) Order of Business
- 1) The order of business at the Annual Business Meeting shall be as follows:
- a) Call to order
 - b) Secretary's report
 - c) Treasurer's report
 - d) Advisory board reports
 - e) Committee reports
 - f) Old business
 - g) New business
 - h) Election of new members; election of officers and councilors
 - i) Annual report of the president
 - j) New president assumes office (in years applicable)
 - k) Adjournment
- (iv) The Council or the President shall have discretion to alter or modify the order of business.
- (v) Guests shall not attend the Annual Business Meeting.
- (g) Special Association Meetings
- (i) Special meetings of the Association may be called by the Council at its discretion provided at least forty (40) days' notice of such meeting is sent to all members.
 - (ii) No business regarding the Bylaws shall be transacted at such special meeting and no resolution or statements representing the Association's opinion shall be adopted unless such special meeting is attended by at least as many members as attended the last previous annual meeting.



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ARTICLE VIII. ASSOCIATION FINANCE

Section 8.01 General Authority

- (a) The Treasurer shall act as official custodian of the funds of this Association, shall supervise the deposit of such funds into banking institutions and shall invest and reinvest them upon the direction of the Council.

Section 8.02 Budget

- (a) The fiscal year of the Association shall be from January 1 through December 31.
- (b) The proposed Budget for the forthcoming fiscal year shall be prepared by the Committee on Finance, shall anticipate all necessary expenses of this Association, and shall be submitted by the Treasurer at the Council meeting conducted during the Annual Meeting of the American Society of Anesthesiologists.
- (c) Changes in Budget – The Treasurer, with approval by the Council, may change the Budget during the interval between meetings of the Council.

Section 8.03 Expenditures

- (a) All expenditures must be for purposes authorized by the Council, or be for purposes authorized by these Bylaws, and must be within the annual budget.
- (b) Checks issued by this Association must bear the signature of the Treasurer.

Section 8.04 Travel and Per Diem Allowances

- (a) The Council shall establish a formula for reimbursement for travel expenses and per diem allowance.

ARTICLE IX. MISCELLANEOUS PROVISIONS

Section 9.01 Parliamentary and Procedural Authority

- (a) The official parliamentary authority of this Association shall be the latest edition of Sturgis Standard Code of Parliamentary Procedure.

Section 9.02 Bylaws Amendments

The Bylaws may be amended as follows:

- (a) The proposed amendment must be submitted in writing to the Secretary.
- (b) Council shall consider the amendment and determine whether or not the amendment shall be recommended to the membership for approval.
- (c) The proposed amendment has been approved by a majority vote of the Active members in good standing conducted by electronic ballot.

Section 9.03 Administrative Procedure

- (a) The Council shall determine and prescribe procedural detail relative to any provision contained in these Bylaws, which prescription shall be recorded in the Association's record of administrative procedures.

Section 9.04 Executive Director

- (a) The Association may employ an executive director to manage the business of the organization on a daily basis. Such an executive director may be paid a competitive wage.