

FLORIDA ANESTHESIA ADMINISTRATORS= ASSOCIATION, INC.

BY-LAWS

ARTICLE I - NAME

The name of the corporation shall be Florida Anesthesia Administrators Association, Inc., and the principal office of said corporation shall be in the State of Florida.

ARTICLE II - MISSION

The Florida Anesthesia Administrators Association is dedicated to achieving and maintaining quality financial and clinical outcomes through the integration of all aspects of anesthesia and pain management practice management. The organization's primary functions are to provide accurate, current information relevant to anesthesia and pain management practice and also to advocate for issues in partnership with the physicians and practices we represent.

ARTICLE III - MEMBERSHIP

A. ELIGIBILITY:

Any person, association, corporation, or partnership having an interest in the mission of the organization shall be eligible to apply for election to membership. Upon application or subsequent thereto, each member entity as described above shall designate one individual as the primary contact for the purpose of official communication and voting. Each membership, whether individual or corporate, is entitled to one vote in all elections held during the period of their active membership.

There shall be one class of membership and any person, firm or corporation representing an anesthesia or pain management practice or providing educational or business services to an anesthesia or pain management practice is eligible to become an active voting member of this corporation.

B. APPLICATION FOR MEMBERSHIP

Application must be on a form prescribed by the corporation, signed by the applicant and accompanied by dues.

C. ACCEPTANCE OF MEMBERSHIP

The Board of Directors will appoint an individual to review all applications and make a recommendation based on compatibility with the Association mission. The dues will be returned to any applicant determined to be unsuitable for membership.

D. TERMINATION OF MEMBERS

1. Membership will be automatically terminated if dues have not been paid within thirty days of the renewal date. Members will not be allowed to vote in any election that occurs during a period when the member's dues are in arrears.

2. A member may resign at any time by sending written notice to any member of the Board of Directors. Dues will not be refunded for partial year memberships (See Section E.2).

3. Any member may be expelled by a two-thirds vote of the Board of Directors for conduct unbecoming a member or prejudicial to the mission of the Association. The member will be given written notice of the breach and allowed a defined period to cure said breach and/or appeal the complaint prior to termination of membership.

E. DUES

1. Membership dues shall be at such rates, schedule or formula as may, from time to time, be prescribed by the Board of Directors. Annual renewal fees are due and payable on January 1st each year.

2. Member dues are not pro-rated or refundable.

ARTICLE IV - DIRECTORS

A. BOARD OF DIRECTORS

The Board of Directors, elected from the members, shall be comprised of not less than five (5) and not more than nine (9) members, with not more than two (2) persons from a firm being eligible.

B. OFFICERS

The Officers of the Board of Directors shall be a President, President-Elect, Secretary/Treasurer, Legislative Liaison and Immediate Past President.

C. DUTIES OF OFFICERS

1. **PRESIDENT** - This officer shall be the principal elective officer of the corporation; the President shall preside at the meetings of the corporation and the Board of

Directors and shall be a member ex-officio, with right to vote, of all committees except the Nominating Committee.

The President shall also, at the Annual Meeting of the corporation and at such other times as shall be deemed proper, communicate to the members of the Board of Directors such matters and make such suggestions as may, in his or her opinion, tend to promote the welfare and increase the usefulness of the corporation and shall perform such other duties as are necessary incident to the office of the President or as may be prescribed by the Board of Directors.

2. PRESIDENT-ELECT - This officer shall be expected to exercise diligence in enhancing his/her involvement in the Association, including serving as liaison to the Florida Society of Anesthesiologists Economics Committee, in anticipation of assuming the office of President.

3. SECRETARY/TREASURER - This officer shall keep accurate minutes of all meetings of the Board of Directors and members and shall give notice of all meetings of the Board of Directors and members; shall be responsible for all monies of the corporation and shall keep full and accurate records of accounts and books showing the transactions of the corporation, its account, liabilities, commitments and financial records. Such books and records shall be maintained and kept in the corporate headquarters and shall at all times remain the property of this corporation. This officer shall see that all expenditures are duly authorized and are evidenced by proper receipts and vouchers; shall make a full report of the financial condition of the corporation to the regular and annual meetings of the Board of Directors and shall make such other reports and statements as may be required by the Board of Directors. This officer may, with the approval of the Board of Directors, designate other persons to act for them as needed.

This officer shall be responsible for maintaining accurate records, documents, and correspondence on behalf of the Association which shall include, but not be limited to, the following:

- Financial records including all banking and tax records
- Membership records
- Correspondence
- Copies of all FAAA promotional materials
- Copies of all known published materials related to the FAAA
- FAAA business correspondence sent on behalf of any standing committee

4. LEGISLATIVE LIAISON - This officer shall serve as the representative of the Florida Anesthesia Administrator's Association to all federal and state government agencies. This person shall serve as a resource for legislative issues and present relevant information at each meeting. He/she shall also attend appropriate legislative lobbying events or request that the Board of Directors appoint an alternative attendee.

5. IMMEDIATE PAST PRESIDENT - This officer shall serve on the Board of Directors to assist the President in maintaining continuity of the corporation's business.

D. NOMINATIONS

The Board of Directors shall be nominated by a Nominating Committee as follows:

1. At least sixty (60) days prior to the Annual Meeting, the Nominating Committee will solicit nominations and/or request completed "Willingness to Serve" forms from members for all offices. These candidates will be reviewed by the Committee for eligibility to hold office. A slate of acceptable candidates shall be forwarded to the Secretary-Treasurer, in writing, at least twenty-one (21) days prior to the Annual Meeting.

a. Nominees must have been an active member of the organization in good standing for at least one year, except the nominee for President-Elect which requires two years.

2. The regular members attending the Annual Meeting shall cast votes. Those regular members unable to attend the meeting may vote their selections by proxy or absentee ballot submitted in writing to the Secretary- Treasurer at least three (3) days prior to the Annual Meeting.

3. Those nominees receiving a majority shall be deemed as elected.

E. ASSUMPTION OF OFFICE

Directors elected shall take office at the close of the Annual Meeting at which they are elected, or at a time set by the Board of Directors.

F. TERM OF OFFICE

The terms of the Directors shall be for two years, or until the next election.

G. VACANCIES

All vacancies may be filled by the Board of Directors for the balance of any vacated terms.

H. DUTIES

The duties of the Board of Directors shall be to provide leadership, oversight and management of the affairs and business of the corporation consistent with these By-laws and the laws of the state of Florida.

I. MEETINGS

Board of Directors meetings, governed by Roberts Rules of Order, shall be held within the state of Florida at dates and times to be determined by the Board. All Board members will be given appropriate notice of meetings. Any Board of Directors Meeting is open to all members in good standing, unless the Board determines the need for a closed meeting due

to special circumstances.

J. QUORUM

A quorum shall consist of a majority of the Board of Directors.

K. CONDUCT OF BUSINESS WITHOUT MEETINGS

Any action of the Board of Directors may be taken without a meeting, if consent in writing, setting forth the action so taken, shall be signed by all persons who would be entitled to vote on such action at a meeting and filed with the minutes of proceedings of the Board.

L. REMOVAL OF DIRECTORS

1. Directors who miss two (2) consecutive meetings, without good cause, are considered to have resigned from the Board of Directors.

2. A Director may be removed for good cause, at any time, by a vote of not less than two-thirds of the membership present at any special meeting called for that purpose.

ARTICLE V - COMMITTEES

The Board of Directors has the authority to activate/deactivate any of the following committees and is responsible for providing guidance and oversight to any active committees as necessary.

Committee Chairpersons are responsible for presenting a written report to the Board prior to the annual meeting each year. Committee Chairpersons are not considered to be members of the Board of Directors.

A. NOMINATING COMMITTEE

The Nominating Committee shall consist of a minimum of three members appointed by the President, subject to the approval of the Board of Directors. It shall be responsible for establishing an acceptable slate of candidates for each regularly scheduled election.

B. GOVERNMENTAL AFFAIRS COMMITTEE

The Governmental Affairs Committee shall consist of a minimum of three members appointed by the President, including the Legislative Liaison who shall serve as chairman. It shall be responsible for monitoring government actions and advising government officials.

C. MEMBERSHIP COMMITTEE

The Membership Committee shall consist of a minimum of three members appointed by the President. It shall be responsible for enrolling new members and retaining current members.

D. FINANCE COMMITTEE

The Finance Committee shall consist of a minimum of three members appointed by the President, including the Treasurer who shall act as chairman. It shall be responsible for fund raising and other financial activities.

E. STANDING AND OTHER SPECIAL COMMITTEES

Standing Committees as required by the By-laws, or other Special Committees or Sub-Committees may be appointed as deemed necessary by the President, with the approval of the Board of Directors. Special Committees may include, but are not limited to, an Ethics Committee, Organization Committee and Engineering Committee.

F. CONDUCT OF BUSINESS WITHOUT MEETINGS

Any action of the Committee may be taken without a meeting, if consent in writing, setting forth the action so taken, shall be signed by all persons who would be entitled to vote on such action at a meeting and filed with the minutes of proceedings of the Committee.

ARTICLE VI - GENERAL MEMBERSHIP MEETINGS

A. MEETINGS

The Annual Meeting of the members will be held at a site in the State of Florida and at a time designated by the Board of Directors or its appointed Committee. At least thirty (30) days in advance, the Secretary shall notify every member in good standing, at their address on membership records, the time and place of such Annual Meeting. Notice may be given by e-mail if an address is available.

B. SPECIAL MEETINGS

A special meeting may be held as determined necessary by a majority of the Board of Directors.

ARTICLE VII - AMENDMENTS

1. Proposals to alter, amend, repeal or add to these By-laws must be approved by a two-thirds vote of the Board of Directors of this corporation at any regular meeting of said Board or at a special meeting of Directors called for that purpose provided a quorum of the Board of Directors is present at such regular or special meeting.

2. Proposals to alter, amend, repeal or add to these By-laws that are approved by the Board of Directors shall be presented to the Regular Membership for vote at any annual or special meeting. Proposals receiving a majority vote shall be adopted.

ARTICLE VIII - DISSOLUTION

Upon dissolution of the Association, it shall be the obligation of the Board of Directors to see that all just bills are paid. Any remaining funds shall be distributed to one or more regularly organized and qualified charitable or education organizations selected by the Board of Directors.

Revision approved by the Board of Directors as of June 23, 2006.

Revision adopted by the membership, via e-mail vote, as of July 21, 2006.