

2013 Bylaws Amendment:

Section 1.01 Name

The name of the corporation is the Michigan Academy of Sleep Medicine, (hereinafter called the "Corporation").

SECTION 6.1 Voting Members. There shall be two (2) categories of Voting Members.

- A. Regular Members: All Regular Members shall hold an M.D., Ph.D., D.D.S., or D.O. Degree or other equivalent degrees in the health care field and who are active in Sleep Disorders Medicine. Each Regular Member shall be entitled to one (1) vote on each matter submitted to a vote of members. Regular members pay annual dues set by the Board of Directors.
- B. Center Members: All Center Members shall hold accreditation as a Sleep Disorders Center or Sleep-Related Breathing Disorders Laboratory by the American Academy of Sleep Medicine. Each Center Member shall be entitled to one (1) vote on each matter submitted to a vote of members. Center members pay annual dues set by the Board of Directors.

SECTION 6.2 Non-Voting Members. There shall be two (2) categories of Non-Voting Members.

- A. Affiliate Members: Individuals who do not meet criteria for regular voting members and are interested in Sleep Disorders Medicine, shall be eligible for Affiliate Membership. Each Affiliate Member shall not be entitled to vote on any matters submitted to a vote of members. Affiliate members pay annual dues set by the Board of Directors.
- B. Student Members: Individuals in formal training programs who upon completion will be eligible for regular membership, including medical students, residents and individuals enrolled in fellowship training programs, shall be eligible for Student Membership. Student members pay annual dues set by the Board of Directors. Student members do not have voting privileges.

SECTION 7.2 Number, Tenure, And Qualifications.

The number of Directors shall be seven (7). Each Director shall hold office until his successor has been elected and qualifies. The Board of Directors shall be the persons holding the offices of President, President-Elect, Secretary/Treasurer, and the immediate past President. In addition, three Directors shall be elected by the Membership in accordance with the provisions of these Bylaws. Each member of the Board of Directors must attend at least 50% of all scheduled meetings of the Board of Directors.

SECTION 7.6 Quorum.

Fifty-one (51%) percent of the members of the Board of Directors attending in person or electronically shall constitute a quorum for the transaction of business at any meeting of the Board, provided, that if less than a fifty-one (51%) percent majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

Section 8.2 Election And Term Of Office.

The President-Elect of the Corporation shall be elected every year by the Membership at the regular Annual Meeting of the Membership. After serving one year, the President-Elect automatically becomes President for the succeeding year, and thereafter the Past-President for a third year. The Secretary/Treasurer shall be elected

by mail ballot at the regular annual Meeting of the Membership for a three year term. One director will be elected each year to a three year term, for a total of three directors. Ballots are distributed to the Membership via US Mail or electronically. The election of the Officers shall require the majority approval of those members casting a ballot. In the event the Membership is unable to agree on an Officer, the election shall be conducted by the Board whose determination will be final. If the election of Officers shall not be held at such a meeting, such election shall be held as soon thereafter as conveniently may be. Vacancies may be filled or new office created and filled at any meeting of the Board of Directors. Each Officer shall hold office until his successor shall have been duly elected and shall have qualified.