

MICHIGAN SLEEP DISORDERS ASSOCIATION

BYLAWS

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BYLAWS
OF
MICHIGAN SLEEP DISORDERS ASSOCIATION

ARTICLE I

NAME AND OFFICES

Section 1.01 Name

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

Section 1.02 Offices

The registered office of the Corporation in the State of Michigan shall be as provided and designated in the Articles of Incorporation. The Board of Directors of the Corporation may, from time to time, change the location of the registered office pursuant to Section 450.2242 of the Michigan Nonprofit Corporation Act. The Corporation shall have and continuously maintain in the State of Michigan a registered office and a registered agent as required by the Michigan Nonprofit Corporation Act.

ARTICLE II

PURPOSES AND GOALS

The Corporation has been organized to promote and advance the mutual interests of its members engaged in sleep disorders medicine and more specifically:

- (a) To establish, update, and maintain standards for the evaluation and treatment of human sleep disorders and sleep-related disorders.
- (b) To establish and continue to review a standard diagnostic classification of such disorders.
- (c) To provide a forum for the exchange of information pertaining to human sleep disorders and sleep related disorders.
- (d) To promote education and training in sleep disorders medicine and to foster related research.
- (e) To represent the sleep disorders discipline in relation to health professional organizations, federal and local regulatory bodies, and federal and private health insurers.

- (f) To exercise all the powers conferred upon Corporations formed under the State of Michigan Nonprofit Corporation Act in order to accomplish the Corporation's purposes.

ARTICLE III

EARNINGS AND ACTIVITIES

No part of the net earnings of the Corporation shall inure to the benefit of its Officers, Directors, Members or any private individual. Notwithstanding any other provision of these Bylaws, the Corporation shall not carry on any activity not permitted to be carried on by a Corporation exempt from Federal income tax under Section 501(c)(6) of the Internal Revenue Code of 1986 (or the corresponding provision of any subsequent Federal tax law).

ARTICLE IV

DISSOLUTION OR LIQUIDATION

In the event of the dissolution or final liquidation of the Corporation, none of the property of the Corporation nor any proceeds thereof shall be distributed to or divided among any of the Directors or Officers of the Corporation or inure to the benefit of any individual. After all liabilities and obligations of the Corporation have been paid, satisfied, and discharged, or adequate provisions made therefor, all remaining property and assets of the Corporation shall be distributed to, and only to, one or more organizations which are organized and operated exclusively to promote and advance the practice of sleep disorder medicine and which are described under Section 501(c)(6) of the Internal Revenue Code of 1986 (or the corresponding provision of any subsequent Federal tax law).

ARTICLE V

FISCAL YEAR

The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December in each calendar year.

ARTICLE VI

MEMBERS

SECTION 6.1 Regular Members (Voting). All Regular Members shall hold either 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.

SECTION 6.2 Affiliate Members (Non Voting). 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.

SECTION 6.3 Election Of Members. All prospective Members shall apply for admission to the Membership Committee. The Membership Committee shall thereafter make a recommendation to the Corporation's Board of Directors, which shall make the final membership decision.

SECTION 6.4 Resignation Of Members. Any member may withdraw from the Corporation after fulfilling all obligations to it by giving written notice of such intention to the Secretary/Treasurer, which notice shall be presented to the Board of Directors by the Secretary/Treasurer at the first meeting after its receipt.

SECTION 6.5 Suspension Of Members. A member may be suspended for a period or expelled with or without cause. Suspension or expulsion shall be by a two-thirds vote of the membership of the Board of Directors, provided that a statement of the charges shall have been mailed by registered mail to the member at his last recorded address at least fifteen (15) days before final action is taken thereon.

SECTION 6.6 Annual Dues. Dues shall be established from time to time by the Board of Directors. Regular Member dues shall be payable in advance on the first day of January in each fiscal year. Dues of a new Regular Member shall be prorated from the first day of the calendar quarter in which such new member is elected to membership, for the remainder of the fiscal year of the Corporation. Affiliate Member dues shall be payable in advance on the first day of January in each fiscal year. When any Member is in default in the payment of dues for a period of three months from the beginning of the fiscal year or period for which such dues became payable, its membership may thereupon be terminated by the Board of Directors.

SECTION 6.7 Annual Meeting Of Members. There shall be an Annual Meeting of the Members immediately after the Annual Meeting of Directors. The Annual Meeting of the Members may be held within or without the State of Michigan. The Board of Directors shall determine the time and place of the Annual Meeting. Written notice of the Annual Meeting shall be given and signed by the Secretary/Treasurer, and shall be mailed to the last recorded address of each Member at least ten (10) days before the time appointed for the Annual Meeting. All notices of the Annual Meeting shall set forth the place, date, time, and purpose of the meeting.

SECTION 6.8 Special Meeting Of Members. Upon the written request of twenty (20%) percent of the Regular Members, the Board

of Directors shall call a special meeting of the Members to consider such business as specified in the notice of Special Meeting. Notice of any special meeting shall be given in the same manner as for the Annual Meeting. No business other than that specified in the notice of meeting shall be transacted at any special meeting of the Members of the Corporation.

SECTION 6.9 Waiver. Notwithstanding the provisions of any of the foregoing sections, a meeting of the Members of this Corporation may be held at any time and at any place within or without the State of Michigan, and any action permitted to be taken at an Annual or Special Meeting may be taken at the meeting, if notice is waived in writing by every member having the right to vote at the meeting.

SECTION 6.10 Quorum. The presence in person of twenty (20%) percent of the Regular Members of the Corporation shall be necessary to constitute a quorum for the transaction of business.

SECTION 6.11 Voting By Members. Except as otherwise provided, members may vote either by mail ballot or by open or closed written ballot at the Annual or Special Meetings of the Corporation.

ARTICLE VII

BOARD OF DIRECTORS

SECTION 7.1 General Powers. The affairs of the Corporation will be managed by its Board of Directors (which may be also referred to as the Board of Trustees), and all corporate powers shall be exercised by the Board of Directors, except as otherwise expressly required by the Articles of Incorporation, these Bylaws, or by law.

SECTION 7.2 Number, Tenure, And Qualifications. The number of Directors shall be five (5). 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, one Director shall be elected by the Membership in accordance with the provisions of these Bylaws.

SECTION 7.3 Annual Meetings. There shall be an Annual Meeting of the Board of Directors. Notice of the meeting, signed by the Secretary/Treasurer, shall be mailed to the last recorded address of each Director at least ten (10) days before the time appointed for the meeting. All notices of meetings shall set forth the place, date, time, and purpose of the meeting.

SECTION 7.4 Special Meetings. Special Meetings of the Board of Directors may be called by or at the request of the President or any two Directors. In addition to the Annual Meeting, there shall be at least one Special Meeting of the Board a

year. The person or persons authorized to call Special Meetings of the Board may fix any place, either within or without the State of Michigan, as the place for holding any Special Meeting of the Board called by them.

SECTION 7.5 Notice. Notice of any Special Meeting of the Board of Directors shall be given at least ten (10) days prior thereto by written notice delivered personally or sent by mail or telegram to each Director at his address as shown by the records of the Corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage prepaid thereon. If notice be given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. Any Director may waive notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The business to be transacted at any Regular or Special Meeting of the Board shall be specified in the notice or waiver of notice of such meeting. Additional agenda items may be proposed and considered by the motion of any Director at a meeting.

SECTION 7.6 Quorum. Three (3) members of the Board of Directors 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 7.7 Manner Of Acting. The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, except where otherwise provided by law or by these Bylaws. Unless the Board provides otherwise, attendance at Board Meetings will be limited to the Board and the Executive Directors. Individuals whose presence is necessary for discussion of a specific agenda item may be invited to attend that part of the meeting.

SECTION 7.8 Vacancy in Elected Directors. Any vacancy in the position of an Elected Director because of death, resignation, removal, disqualification, or otherwise shall be filled by the affirmative vote of a majority of the other Directors for the unexpired portion of the term.

SECTION 7.9 Compensation. Directors as such shall not receive any salaries for their services, provided that nothing herein contained shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving compensation therefor.

SECTION 7.10 Voluntary Resignation And Retirement. Any Director may resign or retire at any time by notifying the President or the Secretary/Treasurer in writing. Such resignations or

retirements shall take effect at the time herein specified.

SECTION 7.11 Action Without A Meeting. Any action which is required to be taken, or which may be taken, at a meeting of the Directors, may be taken without a meeting if there is a consent in writing, setting forth the action so taken, which shall be signed by all of the Directors. Such consent shall have the same force and effect as a unanimous vote.

SECTION 7.12 Committees. The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more committees, each of which shall consist of two or more Directors, which committees, to the extent provided in said resolution or in the Bylaws of the Corporation, shall have and exercise the authority of the Board of Directors in the management of the Corporation. Other committees not having and exercising the authority of the Board of Directors in the management of the Corporation may be designated and appointed by a resolution adopted by a majority of the Directors present at a meeting at which quorum is present.

SECTION 7.13 Nominating Committee And Election Process. The Nominating Committee will be composed of the President, President-Elect, and Past-President of the Corporation. The Nominating Committee will recommend candidates to the Board of Directors each year to run for any Director position that becomes vacant at the end of a given year. This Committee will evaluate potential candidates carefully with respect to substantive conflicts of interest of any nature and, particularly, those regarding simultaneous service of the individual as an officer of another professional society. After receiving recommendations from the Nominating Committee, the Board shall nominate one or more candidates for each elective office to be filled. In the case of Directors and Officers, the nominees will be submitted to the Membership for vote by mail ballot within not less than thirty (30) days of the annual meeting. In the event there is a twenty (20%) percent write in vote for any office by the appropriate membership branches, a run-off election for the office will be held at the Annual Meeting and the Membership will be notified of the run-off election at least ten (10) days prior to the Annual Meeting. For purpose of determining the twenty (20%) percent write in test, the President-Elect, Secretary/Treasurer, and all Elected Directors shall be deemed as three distinct offices.

SECTION 7.14 Advisory Committees. The Board of Directors may appoint advisors or advisory committees to the Board of Directors who shall not be deemed to be Directors, Officers, or Employees of the Corporation and whose functions shall not include participation in the operating management of the Corporation. The advisory committees shall meet at such times as the Board of Directors shall determine. The advisors and advisory committees shall consider, advise upon, and make recommendations to the Board of Directors with respect to such matters of policy relating to the conduct of the Corporation's affairs as may be

submitted to it by the Board of Directors.

ARTICLE VIII

OFFICERS

SECTION 8.1 General. The Officers of the Corporation shall be a President, a President-Elect, a Secretary/Treasurer, and such other Officers as may be elected in accordance with the provisions of this Article. The Board of Directors may elect or appoint such other Officers, including Assistant Secretary/Treasurers, as it shall deem desirable, such Officers to have the authority and perform the duties prescribed, from time to time, by the Board of Directors. No two or more offices may be held by the same person. All Officers shall take office immediately following the Annual Meeting, or in the event of a vacancy, at such earlier time as the Board may determine.

SECTION 8.2 Election And Term Of Office. The President-Elect of the Corporation shall be elected annually by the Membership at the regular Annual Meeting of the Membership. After serving one year as President-Elect, he automatically becomes President for the succeeding year. The Secretary/Treasurer shall be elected by mail ballot at the regular annual Meeting of the Membership for a three year term. The initial term of the first Secretary/Treasurer shall, however, be for one year. 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 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.

SECTION 8.3 Removal. Any Board Member, Officer or Agent elected or appointed by the Board of Directors may be removed as an Officer or Agent, with or without cause, by a majority of the Board of Directors whenever in its judgment the best interest of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

SECTION 8.4 Resignations. Any Officer may resign at any time by giving written notice to the Board of Directors or the President or the Secretary/Treasurer. 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.

SECTION 8.5 Vacancies. Except as provided in Section 8.7,

a vacancy in any office because of death, resignation, removal, disqualification, or otherwise may be filled by the Board of Directors for the unexpired portion of the term.

SECTION 8.6 President. The President shall be the principal executive Officer of the Corporation, and shall in general implement and supervise all of the business and affairs of the Corporation, subject, however, to the control of the Board of Directors and of any duly authorized Committee of Directors. The President shall, if present, preside at meetings of the Board of Directors. In addition, the President shall perform such other duties as may be prescribed by the Board of Directors from time to time.

SECTION 8.7 President-Elect. If the President is not present at a meeting of the Board of Directors, the President-Elect shall preside. If at any time the office of President is vacant, the Board shall designate the President-Elect to serve as President and a new President-Elect shall be appointed for the remaining term of the President-Elect. At the next Annual Meeting, the Membership shall elect both a President and a President-Elect, who will thereafter become President. The President-Elect shall perform such additional duties as may be assigned by the Board of Directors or the President from time to time.

SECTION 8.8 Secretary/Treasurer. The Secretary/Treasurer shall have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for monies due and payable to the Corporation from any source whatsoever, and deposit all such monies in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected in accordance with Article 9 of these Bylaws.

The Secretary/Treasurer shall (1) 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; (2) ascertain that all notices are duly given in accordance with these Bylaws or as required by law; (3) be custodian of the corporate records and of the seal of the Corporation; (4) verify 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; and (5) in general perform all duties incident to the office of Secretary/Treasurer and such other duties as from time to time may be assigned by the President and/or by the Board of Directors.

ARTICLE IX

CONTRACTS, BANKING, AND GIFTS

SECTION 9.1 Contracts And Other Documents. The Board of Directors, except as otherwise required by law, the Articles of Incorporation, or these Bylaws, may authorize any Officer or

Officers, Agent or Agents of the Corporation, in addition to the Officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument or document in the name of and on behalf of the Corporation and such authority may be general or confined to specific instances.

SECTION 9.2 Checks, Drafts, And Loans. All checks, drafts, loans, or other orders for the payment of money, notes or other evidence of indebtedness shall be issued in the name of the Corporation in such manner as shall be from time to time determined by the Board of Directors. In the absence of such determination, such instruments shall be signed by the Secretary/Treasurer.

SECTION 9.3 Deposits. All funds of the Corporation shall be deposited to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may from time to time select.

SECTION 9.4 Gifts. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purpose or for any special purpose of the Corporation.

ARTICLE X

BOOKS AND RECORDS

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and committees having any authority of the Board of Directors, and shall keep at its principal office a record giving the names and addresses of the Board of Directors. All books and records of the Corporation may be inspected by any Director, or his agent or attorney, for any proper purpose at any reasonable time.

ARTICLE XI

VOLUNTEER DIRECTOR LIABILITY

A volunteer director shall not be personally liable to the corporation or its members for monetary damages for breach of the director's fiduciary duty. This provision shall not eliminate or limit the liability of a director for any of the following:

- (a) A breach of the director's duty of loyalty to the corporation or to its members.
- (b) Acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of the law.
- (c) A violation of MCLA 450.2551(1).

- (d) An act or omission occurring before the filing of the Corporation's Articles of Incorporation.
- (e) An act or omission that is grossly negligent.

The Corporation shall assume all liability to any person other than the corporation or its Members of all acts or omissions of a volunteer director occurring on or after the filing of the Corporation's Articles of Incorporation. For purposes of this provision a volunteer director means a director who does not receive anything of value from the corporation for serving as a director other than reasonable per diem compensation and reimbursement for actual, reasonable, and necessary expenses incurred by a director in his or her capacity as a director.

ARTICLE XII

INDEMNIFICATION

SECTION 12.1 Definitions

- (a) "Corporation" includes the Michigan Sleep Disorder Association, a Michigan corporation, and any domestic or foreign corporation that was the predecessor of this Corporation in a merger or other transaction in which the predecessor's existence ceased upon consummation of the transaction.
- (b) "Official capacity" means (1) with respect to a director, the position of director in the Corporation, (2) with respect to a person other than a director, the elective or appointive office or position held by an officer, member of a committee of the board, or the employment or agency relationship undertaken by an employee or agent of the Corporation, and (3) with respect to a director, officer, employee, or agent of the Corporation who, while serving at the request of the Corporation or whose duties in that position involve or involved service as a director, officer, partner, trustee, employee, or agent, as the case may be, of the other organization or employee benefit plan.
- (c) "Proceeding" means a threatened, pending, or completed civil, criminal, administrative, arbitration, or investigative proceeding, including a proceeding by or in the right of the Corporation.
- (d) "Special legal counsel" means counsel who has not represented the Corporation or a related Corporation, or a director, officer, employee, or agent whose indemnification is in issue.

Section 12.2 Indemnification Mandatory; Standard

(a) Subject to the provisions of section 12.4, the Board of Directors may indemnify any person for any liability, claim, proceeding, or expenses incurred or to be incurred, by reason of the fact that such person was or is a director, officer, employee, agent or committee member of the Corporation, or was or is serving at the request of the Corporation as a director, officer, employee, agent or committee member of a corporation, partnership, joint venture, trust or other entity owned, in whole or in part, by the Corporation, or established by the Board of Directors of the Corporation. The extent and terms of such indemnification shall be determined by the Board of Directors of the Corporation, either in advance or on a case by case basis; provided, however, (1) such indemnification shall not be broader or more inclusive than permitted by law either at the time of the act or omission to be indemnified against or at the time of carrying out such indemnification; and (2) such indemnification shall not be provided to any person if, with respect to the acts or omission of the person, the person:

- (1) Has not been indemnified by another organization or employee benefit plan for the same expenses with respect to the same acts or omissions;
- (2) Acted in good faith;
- (3) Received no improper personal benefit;
- (4) In the case of a criminal proceeding, had no reasonable cause to believe the conduct was unlawful; and
- (5) In the case of acts or omissions occurring in the official capacity described in section 12.1, paragraph (c), clause (1), or (2), reasonably believed that the conduct was in the best interests of the Corporation, or in the case of acts or omissions occurring in the official capacity described in section 12.1, paragraph (c), clause (3), reasonably believed that the conduct was not opposed to the best interests of the Corporation. If the person's acts or omissions complained of in the proceeding relate to conduct as a director, officer, trustee, employee, or agent of an employee benefit plan, the conduct is not

considered to be opposed to the best interests of the Corporation if the person reasonably believed that the conduct was in the best interests of the participants or beneficiaries of the employee benefit plan.

- (b) The termination of a proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent does not, of itself, establish that the person did not meet the criteria set forth in this Section.

Section 12.3 Advances: Subject to the provisions of section 12.4, if a person is made or threatened to be made a party to a proceeding, the person is entitled, upon written request to the Corporation, to payment or reimbursement by the Corporation of reasonable expenses, including attorneys' fees and disbursements, incurred by the person in advance of the final disposition of the proceeding, (a) upon receipt by the Corporation of a written affirmation by the person of a good faith belief that the criteria for indemnification set forth in section 12.1.2 have been satisfied and a written undertaking by the person to repay all amounts so paid or reimbursed by the Corporation, if it is ultimately determined that the criteria for indemnification have not been satisfied, and (b) after a determination that the facts then known to those making the determination would not preclude indemnification under this section. The written undertaking required by clause (a) is an unlimited general obligation of the person making it, but need not be secured and shall be accepted without reference to financial ability to make the repayment.

Section 12.4 Prohibition Or Limit On Indemnification Or Advances: There are no prohibitions against or conditions on indemnification or advances of expenses other than as set forth in this Article.

Section 12.5 Reimbursement To Witnesses: This section does not require, or limit the ability of the Corporation to reimburse expenses, including attorneys' fees and disbursements, incurred by a person in connection with an appearance as a witness in a proceeding at a time when the person has not been made or threatened to be made a party to a proceeding.

Section 12.6 Determination Of Eligibility:

(a) All determinations of whether indemnification of a person is required because the criteria set forth in section 12.2 have been satisfied and whether a person is entitled to payment or reimbursement of expenses in advance of the final disposition of a proceeding as provided in section 12.3 shall be made:

- (1) By the board by a majority of a quorum. Directors who are at the time parties to the proceeding shall not be counted for determining either a majority or the presence of a quorum;

(2) If a quorum under clause (1) cannot be obtained, by a majority of a committee of the board, consisting solely of two or more directors not at the time parties to the proceeding, duly designated to act in the matter by a majority of the full board including directors who are parties;

(3) If a determination is not made under clause (1) or (2), by special legal counsel, selected either by a majority of the board or a committee by vote pursuant to clause (1) or (2) or, if the requisite quorum of the full board cannot be obtained and the committee cannot be established, by a majority of the full board including directors who are parties;

(4) If an adverse determination is made under clauses (1) to (3), or if no determination is made under clauses (1) to (3) within 60 days after the termination of a proceeding or after a request for an advance of expenses, as the case may be, by a court in this state, which may be the same court in which the proceeding involving the person's liability took place, upon application of the person and any notice the court requires.

(b) With respect to a person who is not, and was not at the time of the acts or omissions complained of in the proceedings, a director, officer, or person possessing, directly or indirectly, the power to direct or cause the direction of the management or policies of the Corporation, the determination whether indemnification of this person is required because the criteria set forth in Section 12.2 have been satisfied and whether this person is entitled to payment or reimbursement of expenses in advance of the final disposition of a proceeding as provided in Section 12.3 may be made by an annually appointed committee of the board, having at least one member who is a director. The committee shall report at least annually to the board concerning its actions.

Subsection 12.1.7 Insurance: The Corporation may purchase and maintain insurance on behalf of a person in that person's official capacity against any liability asserted against and incurred by the person in or arising from that capacity, whether or not the Corporation would have been required to indemnify the person against the liability under the provisions of this section.

ARTICLE XIII

WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the Bylaws or under the provisions of the Articles of Incorporation or by the Michigan Nonprofit Corporation Act, a waiver thereof in writing signed by the person or persons en-



Lansing, Michigan

This is to Certify That Articles of Incorporation of

MICHIGAN SLEEP DISORDERS ASSOCIATION

were duly filed in this office on the 27TH day of APRIL, 19 90,

in conformity with Act 162, Public Acts of 1982.

*In testimony whereof, I have hereunto set my
hand and affixed the Seal of the Department,
in the City of Lansing, this 27TH day
of APRIL, 19 90.*

Director

Michigan Sleep Disorders Association



March 12, 2001

Dear MSDA Member,

The MSDA board of directors has proposed an amendment to the MSDA by-laws that would lengthen the duration of the board members term of office. The primary reason for the proposed amendment is to ensure continuity in the leadership of the MSDA. Please review the proposed amendment and cast your vote either for or against the amendment, and return your ballot by April 15, 2001. Contact Dr. Nichols at 517-783-4738 or at cindydnichols@hotmail.com if you have any questions about the amendment.

Please keep this page for your reference, and return the ballot to the MSDA's new address as listed on the ballot.

The current section reads as follows:

Section 8.2 Election And Term Of Office. The President-Elect of the Corporation shall be elected annually by the Membership at the regular Annual Meeting of the Membership. After serving one year as President-Elect, he automatically becomes President for the succeeding year. The Secretary/Treasurer shall be elected by mail ballot at the regular annual Meeting of the Membership for a three year term. The initial term of the first Secretary/Treasurer shall, however, be for one year. 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.

Proposed Amendment 1: The above paragraph will be replaced by the following:

Section 8.2 Election And Term Of Office.

The President-Elect of the Corporation shall be elected every two years by the Membership at the regular Annual Meeting of the Membership. Ballots are distributed to the Membership via US Mail. After serving two years as President-Elect, he automatically becomes President for the succeeding two years. The Secretary/Treasurer shall be elected by mail ballot at the regular annual Meeting of the Membership for a four year term. The initial term of the first Secretary/Treasurer shall, however, be for one year. 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.

RECEIVED

Michigan Sleep Disorders Association, P.O. Box 1849, Jackson, MI 49204

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.