

AMERICAN ASSOCIATION OF SLEEP TECHNOLOGISTS

BYLAWS OF THE AAST 2/5/2025

Article I - General

Section 1. Name. The name of the corporation is the American Association of Sleep Technologists (“AAST”), a Minnesota nonprofit corporation.

Section 2. Location. AAST shall have and continuously maintain in the State of Minnesota a registered office and a registered agent whose office is identical with such registered office and may have such other offices within or outside of the State of Minnesota as the Board of Directors may determine.

Section 3. Purpose. The AAST’s purpose is set forth in its Articles of Incorporation.

Article II – Membership

Section 1. Membership Eligibility. Membership is composed of individuals with a professional interest in sleep technology and/or sleep medicine.

Section 2. Regular Members. Regular members must be primarily employed or credentialed in the area of sleep medicine or technology. Regular members have full voting privileges.

Section 3. Emeritus Members. Emeritus members must have been Regular members for at least fifteen (15) years and are retired professionally. Emeritus members have full voting privileges.

Section 4. Other Membership Categories. The Board of Directors may establish other membership categories that do not have voting privileges and are ineligible to serve as Directors or Officers.

Section 5. Voting. Eligible voting members have one vote on all matters put to a vote.

Section 6. Resignation. Members may resign by giving written notice.

Section 7. Expulsion. A member is automatically expelled upon two months of delinquency in payment of annual dues. The Board of Directors may expel a member for other reasons if the member is provided with advance written notice including the reason for the proposed expulsion, an opportunity to appeal the proposed expulsion in writing or before the Board of Directors, and final written notice of the Board’s decision.

Article III – Board of Directors

Section 1. Directors. The affairs of the AAST shall be managed by its Board of Directors, which shall direct the AAST and determine its policies. The Board of Directors may adopt rules and regulations and appoint agents as necessary.

Section 2. Composition. The Board of Directors consists of:

- a. the President, President-Elect or Immediate Past President, and the Secretary/Treasurer
- b. seven (7) Directors

Section 3. Terms. Directors shall serve a three-year term in office or until their successors are duly elected and take office, unless elected to serve an unexpired term, in which case they shall serve the unexpired portion of the term. A Director shall be eligible for re-election for not more than one additional consecutive term, with the exception that a Director elected to serve an unexpired term of one (1) year or less shall be eligible for re-election for not more than two (2) additional consecutive terms. The Directors' terms shall commence at the time of transition during the AAST Annual Membership Meeting following their election.

Section 4. Qualifications. Only Regular members may serve on the AAST Board of Directors. Directors shall be disqualified from service on the Board of Directors if they have an unresolved disqualifying conflict of interest as defined by AAST policies.

Section 5. Elections.

- a. President-Elect, Secretary/Treasurer and Directors shall be elected by voting members.
- b. On an annual basis, after receiving recommendations from the Nominations and Elections Committee, the Board of Directors shall nominate one or more candidates for each elective office to be filled. Officer and Director nominees will be submitted to the voting members for vote by mail or electronic ballot at least thirty (30) days before the Annual Membership Meeting.
- c. Write-in candidates must be eligible to hold an office of the Board of Directors. In the event that twenty (20%) percent or greater of the AAST voting members cast a write-in vote for a candidate, a run-off election will be held. For the purpose of determining the twenty (20%) percent write-in test, the President-Elect, Secretary/Treasurer, and all Directors shall be deemed as three (3) distinct offices.

Section 6. Meetings. Meetings of the Board of Directors are called by the President. A majority of Directors form a quorum; a majority of votes is required to carry a motion when a quorum is present. Proxy voting is not permitted. Meetings may be held in person and/or by other means that allow remote synchronous communications.

Section 7. Action Without a Meeting. Any action requiring a vote of the Board of Directors may be taken without a meeting if approved unanimously.

Section 8. Reports. The Board of Directors shall present an annual report of the general status of the AAST at its Annual Membership Meeting.

Section 9. Resignation or Removal. A Director may resign by submitting a written resignation to the Board of Directors. Resignations shall take effect immediately unless a later time is specified. Any Officer or Director may be removed in accordance with the provisions set forth in the Minnesota Nonprofit Corporation Act (“Act”), with or without cause, whenever the best interests of the AAST would be served by such removal.

Article IV – Officers

Section 1. Composition. AAST’s Officers shall be President, President-Elect or Immediate Past President, and Secretary/Treasurer (collectively, the “Officers”).

- a) **President.** The President shall preside at all meetings of the Membership, Executive Committee and Board of Directors; and shall perform other duties that customarily pertain to the office. The President automatically succeeds to the office of Immediate Past President upon expiration of their two-year term.
- b) **President-Elect.** The President-Elect shall assist in the performance of the President’s duties, and in the absence of the President, preside at AAST meetings. The President-Elect automatically succeeds to the office of President upon expiration of their one-year term.
- c) **Secretary/Treasurer.** The Secretary/Treasurer shall attend Executive Committee and Board of Directors meetings and keep or oversee the minutes of those proceedings. The Secretary/Treasurer shall keep or maintain oversight of AAST financial records and investment portfolios.
- d) **Immediate Past President.** The Immediate Past President remains an Officer and Director for a one-year term following their term as President.

Section 2. Vacancies. Officer vacancies shall be filled as follows:

- a) The office of President shall be filled by the President-Elect. The President-Elect shall complete the unexpired term of their predecessor as needed, as well as the presidential term for which they were originally elected. The President-Elect vacancy shall remain open until the next election.
- b) A vacancy in the Secretary/Treasurer office may be filled by the Board of Directors from among its Directors, and the appointee shall hold office for the remainder of the term and shall be eligible for re-election for one additional term at the discretion of the Board of Directors.

Section 3. Term. Officers may not serve more than one consecutive term in the same office, and no two offices may be held simultaneously. The President shall serve a two-year term, and

the President-Elect and Immediate Past President shall serve a one-year term, unless otherwise specified, or until their successors are duly elected and take office. The Secretary/Treasurer shall serve a three-year term or until a successor is duly elected and takes office. The Officers' terms shall commence at the time of transition during the AAST Annual Membership Meeting following their election and conclude at the time of transition during the next AAST Annual Membership Meeting (or until their successors are duly elected, qualified, and take office).

Section 4. Qualifications and Election. Only Regular members may serve as Officers. Officers shall be elected by the voting members in accordance with Article III, Section 5

Article V – Committees and Miscellaneous

Section 1. Executive Committee. The Executive Committee consists of the President, President-Elect or Immediate Past President, and Secretary/Treasurer. The Board of Directors may add additional Directors to the Executive Committee at its discretion. The Executive Committee meets regularly to make decisions and conduct business between meetings of the Board of Directors. Such decisions may not be contrary to established policy as previously determined by the Board of Directors and must be reviewed by the Board of Directors at subsequent meetings. It may act in place of the Board of Directors when authority is designated by the Board of Directors or in emergency matters where Executive Committee action is temporary and subject to ratification by the Board of Directors.

Section 2. Nominations and Elections Committee. The Nominations and Elections Committee reviews and recommends nominations for the President-Elect, Secretary/Treasurer, and Directors to the Board of Directors. The Nominations and Elections Committee consists of the President and the President-Elect or Immediate Past President. Each year, the Nominations and Elections Committee Chair may select two additional individuals to serve on the committee who are either current Directors or former AAST Presidents. The Immediate Past President or President-Elect shall serve as the Nominations and Elections Committee Chair.

Section 3. Board of Directors Committees. The Board of Directors may establish and appoint committees of the Board of Directors as needs dictate. These committees do not have the authority to act on behalf of the Board of Directors.

Section 4. Presidential Task Forces. The President may appoint ad-hoc task forces as deemed necessary, provided the goals and mandate of any such task force do not duplicate the mandate of an existing committee. Presidential Task Forces shall expire when their specified goal is met or with the term of the President.

Section 5. Other Committees and Volunteer Groups. The Board of Directors may establish standing or ad-hoc committees, task forces, or volunteer groups as deemed necessary to support AAST's purpose or to address issues of interest to the membership. The members of these groups are chosen by the Executive Committee or another group designated by the Board of Directors. The Board of Directors shall be responsible for establishing purpose, participation, operational guidelines, and structure as deemed appropriate and in the best interest of the

organization and the membership. A member's absence from a committee, task force, or voluntary group meeting without an acceptable excuse for three consecutive meetings shall be considered a resignation from the committee, task force, or volunteer group. The President and Executive Director are *ex-officio* members, without vote, of all committees, task forces, and volunteer groups.

Section 6. Executive Director. The administrative and day-to-day operations of AAST are the responsibility of the chief staff executive. The chief staff executive may have the title of "Executive Director." The Executive Director is authorized to execute contracts on behalf of AAST and as approved by the Board of Directors. The Executive Director carries out other duties specified by the Board of Directors. The Executive Director may attend and participate in (without vote) all Board of Directors and Executive Committee meetings except those held in executive session unless otherwise requested by the President and/or Board of Directors.

Section 7. Indemnification. Directors, Officers, and employees are indemnified by AAST to the full extent permitted by law.

Section 8. Dissolution. In the event of the dissolution of AAST, the Board of Directors shall, after paying or making provision for the payment of all of AAST's liabilities, dispose of all remaining AAST assets (except any assets held by AAST upon condition requiring return, transfer, or other conveyance in the event of dissolution, which assets shall be returned, transferred, or conveyed in accordance with such requirements) in such manner, or to such organization or organizations as shall at the time qualify as a tax-exempt organization recognized under Sections 501(c)(3) or 501(c)(6) of the Internal Revenue Code.

Section 9. Amendments. Amendments may be proposed by a majority of the Board of Directors or by a petition from at least twenty percent (20%) of the eligible voting membership. In the event of a properly proposed amendment, the Board of Directors will prepare a ballot containing the proposal and send it to eligible voting members of the AAST. The ballot shall provide a reasonable period of time not to exceed thirty (30) calendar days in which it is to be returned by email or other electronic means. A bylaw amendment is adopted when it receives an approval vote from more than a majority of the returned ballots at the established deadline.