



Officers / Executive Committee

The BOD / Executive Committee of the Association shall consist of the President, Immediate past-President, President-elect, Secretary, Treasurer and state representatives. These officers shall represent the Executive Committee and are responsible for all decisions made by and for the PNSA.

a) Elections / Term of Office

- i) A slate of candidates will be brought before the attendees of the biennial meeting and voted on at that time. If the biennial meeting does not occur then officers shall remain in office until the next available voting opportunity.
- ii) The term of office for all officers shall be two years. The terms shall begin immediately following the Biennial meeting
- iii) The President-elect shall complete immediate successive terms for the offices of President-elect, President, and Immediate past-President. All other officers shall serve no more than three consecutive terms in office (six consecutive years). When a term is up for any office the officer shall be eligible again for service in that office after a one term hiatus.

b) Vacancies

- i) In the event of a vacancy in the office of President, the President-elect shall become acting President to serve the incomplete term and shall serve the successive term as President.
- ii) Any vacancy in the office of President-elect, Secretary, Treasurer or state representative shall be filled by a qualified appointment by the Board of Directors. Individuals so appointed shall serve until the next scheduled election.
- iii) In the event of a vacancy in the office of Immediate past-President, that office shall remain vacant.

c) Ethics

- i) If the conduct of any board member in the Association shall be in violation of the bylaws, written policies or procedures of the Association, the board member will be subject to review by the board of directors with possible expulsion from the Association.

d) Removal

- i) If any BOD member needs to be removed, as determined by unanimous vote of all other BOD members, the member to be removed shall receive a written letter from the President stating the offense causing the removal. If the BOD member to be removed is the President, the President Elect will compose the letter and the letter shall be undersigned by the entire remaining BOD. Members removed shall not be allowed to return to service in the PNSA in the future. Copies of the letter shall be forwarded to the Secretary for permanent archival.



e) Resignations

- i) Any officer who needs to resign from their position for any reason, should present the request in writing to the BOD 45 days before the office is to be vacated.

d) Duties of the Officers

- i) **President** - The president shall be the Chief Executive Officer of the Association. The President shall preside over all board meetings and at the annual business meeting. It will be the responsibility of the President to prepare agendas and to assign other board members to duties under their leadership.
- ii) **President-elect** – The President-elect shall be an active participant in all meetings in preparation of assuming the role of President. The President-elect shall become acting President and shall assume all the duties of the President in the event of the President's absence, resignation, or disability, and shall perform other such duties as shall be assigned by the President or BOD.
- iii) **Medical Advisor** - The Medical Advisor shall be a licensed physician or PhD, board certified in sleep medicine, who practices sleep medicine. The Medical Advisor will be a non-voting member of the BOD, give input and advise to the BOD as requested by the BOD. The Medical Advisor will serve a liaison to other physician organizations and assists in speaker recruitment.
- iv) **Treasurer** - The Treasurer shall have charge of all funds and securities of the Association; endorsing checks, notes, or other orders for the payment of bills; distributing funds in accordance with approved budget; and depositing funds as the BOD may designate. The President / Past-President shall have at will full access to all accounts held by the Association. The Treasurer shall see that full and accurate accounts are kept; submit a semi-annual trial balance to the Executive Committee within twenty calendar days after the monthly closing of the books; submit a written annual financial report to the BOD; at the annual business meeting of the Association. Treasurer will coordinate and complete the state and federal tax filing requirements to include a biannual audit that will be presented to the BOD.
- v) **Secretary** - The Secretary shall have charge of recording and keeping the minutes of the BOD meetings and the Annual Business Meeting; executing the general correspondence; attesting the signatures of the officers of the Association; affixing the corporate seal or document so required; and performing all duties as from time to time shall be assigned by the President . The Secretary or designee shall maintain and distribute the Association's letterhead stationary and template. The Secretary will maintain the official binder containing all copies of meeting agendas and minutes.



- vi) **Immediate past-President** - The Immediate past-President shall advise and consult with the President and perform such other duties as shall be assigned by the President. The Immediate past-President shall chair the Nominating and Election Committee.
 - vii) **State Representatives** – State Representatives will have the responsibility of informing all appropriate people in their state about the biennial meeting. This will include making sure the PNSA mailing list is updated with new laboratories or individuals as appropriate. State Representatives will be the liaison for the BOD from their state and will accept other duties as assigned from the president.
- e) General duties of the BOD
- i) Supervise all business activities of the Association within limitation of these bylaws.
 - ii) Adopt and rescind standing rules, by-laws, regulations, policies, and procedures of the Association by two-thirds majority.
 - iii) Consider approval review, recommend, and resubmit as necessary the Annual Budget
 - iv) Perform such other duties as may be necessary or appropriate for the management of the association