

**PENNSYLVANIA SOCIETY OF ANESTHESIOLOGISTS, INC.**  
**BYLAWS**

**As Revised – October 21, 2017**

**Effective – October 1, 2018**

**ARTICLE ONE. MEMBERS**

- 1.11 In General - There shall be six classes of membership: Active, Affiliate, Honorary, Medical Student, Resident and Fellow, and Retired.
- 1.12 Eligibility Requirements - The eligibility requirements for various classes of membership are as follows:
- 1.121 Honorary Member - A Doctor of Medicine, Bachelor of Medicine, Doctor of Osteopathy, or a scientist who has rendered years of faithful service to this Society, or who has made a significant contribution to Anesthesiology, or who has attained exceptional eminence in Anesthesiology and related subjects, shall, upon recommendation of the Standing Committee on Membership and the approval of the Board of Directors, be eligible to become an honorary member.
- 1.122 Active Member - A physician who has a degree of Doctor of Medicine, Bachelor of Medicine or Doctor of Osteopathy; is engaged in the practice of or is interested especially in the medical specialty of Anesthesiology; has successfully completed a training program in Anesthesiology, accredited by the ACGME, AOA, or equivalent organizations; and who either:
- 1.1221 Is licensed to practice medicine in the Commonwealth of Pennsylvania and has the location of his or her professional activity within the Commonwealth of Pennsylvania, or
- 1.1222 Is a member of the armed forces or is employed by the Veterans Administration or other federal government health services agency, and is not a member of any other Component Society, who is licensed to practice medicine in a state, territory, possession, of the United States or the District of Columbia regardless of the location of his or her professional activity.
- 1.1223 The Society will consider active membership for any applicant who has achieved cumulative qualifications that are endorsed by the Board as being equivalent to the standard requirements above for active membership.
- 1.123 Resident and Fellow Member - A physician in full-time training in an Anesthesiology residency or fellowship program accredited by the ACGME or AOA within the Commonwealth of Pennsylvania.

The resident and fellow membership annually, by mail or electronic ballot or at an appointed meeting, shall elect officers, one of whom shall serve on the Board of Directors of the Society for one year.

- 1.124 Affiliate Member - An individual who does not satisfy the criteria for active membership; who has an interest in the practice of Anesthesiology; and who is either:
- 1.1241 A physician not in the clinical practice of Anesthesiology;
  - 1.1242 At the request of the physician and with the approval of the Standing Committee on Membership, a physician who is on active duty in the Armed Services or is otherwise in the service of the United States government, including those employed by the Veterans Administration or other federal government health services agency, and including both those meeting and not meeting the requirements for active membership above.
  - 1.1243 A physician who resides outside of the United States and is not a member of any other Component Society.
- 1.125 Retired Member - A physician living within the Commonwealth of Pennsylvania who is eligible for Retired Membership in the American Society of Anesthesiologists shall be eligible for Retired Membership in this Society.
- 1.1251 Active members of this Society who are disabled and therefore unable to practice medicine, either full time or part time, for one year or more, shall at their request be placed in retired membership status for the duration of their disability. When they resume active practice they must so notify the society office, and they shall at that time be reinstated as active members.
- 1.126 Medical Student Member – A medical student member shall be an individual in full-time training in a medical school located within Pennsylvania and approved by the Liaison Committee on Medical Education (LCME) or the AOA.

Each applicant for medical student membership shall file with the Secretary of the American Society of Anesthesiologists, Inc. (ASA), as prescribed in the Bylaws of that organization, an application endorsed by the chair of the department of Anesthesiology at his/her medical school. Following notification from the ASA of the acceptance of the medical student into membership, he/she shall also be considered a medical student member of this society.

- 1.13 Status Unchanged - There shall be no change in the status of any member of this Society in good standing at the time of adoption of these Bylaws, solely by reason of their adoption, any provision in these Bylaws notwithstanding.
- 1.14 Location of Principal Professional Activity - Unless otherwise described in these Bylaws, the term "location of principal professional activity" is defined as the place where members perform the greater part of their professional duties, as distinguished from their place of residence or location of temporary or other professional pursuits.

All members shall maintain a mailing address in the Commonwealth of Pennsylvania at which their professional practice is located.

In the event of uncertainty or dispute as to the location of principal professional activity, the matter shall be referred to the Standing Committee on Membership of this Society for a ruling, and its decision shall be final.

- 1.15 Applications for Membership - All applications for Active Membership, Resident and Fellow Membership, Affiliate Membership, and Retired membership shall be made as directed by the Board of Directors and approved as provided in Section 1.16.

An application for Retired Membership shall state the facts by which the applicant is eligible for such membership and shall be filed with as directed by the Secretary-Treasurer of the Society.

An applicant shall be enrolled as a member upon the completion of the membership requirement set forth in this Article and upon the payment of the appropriate membership dues.

- 1.16 Endorsement and Approval of Applications - All applicants for Active Membership, Affiliate Membership, Resident and Fellow Membership, and Retired Membership, shall be endorsed and subject to approval as follows:
- 1.161 Active and Affiliate - All applications for Active or Affiliate membership shall be subject to the approval of the Standing Committee on Membership, whose approval shall be necessary to complete the membership requirements.
- 1.162 Resident - An application for Resident Membership shall be endorsed by the Director of the approved residency program who is directly connected with the applicant's training and shall be subject to approval by the Standing Committee on Membership, whose approval shall be necessary to complete the membership requirements.
- 1.163 Retired - An application for Retired Membership shall require no endorsement. Approval by the Standing Committee on Membership of the Society shall be necessary to complete the requirements.

1.164 Denial of Application – The Standing Committee on Membership may deny approval of application for membership for any good cause. These causes include, but are not limited to, those listed in Section 1.231 of these bylaws.

1.17 Election of Honorary Members – Honorary members shall be elected by recommendation of the Standing Committee on Membership and subsequent approval by the Board of Directors.

1.18 Rights and Privileges of Members - Active members shall be voting members and shall be entitled to exercise all the rights and privileges accorded to members of the Society.

Honorary members, Resident and Fellow members, Medical Student members, Affiliate members, and Retired members, shall be entitled to attend meetings and participate in all the functions of the Society, including membership on committees, except that they shall not serve as officers, delegates or other officials and shall not be entitled to vote at meetings of the Society, except at meetings of committees on which they serve, or as otherwise stated in these Bylaws.

1.19 Agreement of Members - By making application for membership or by continuing membership in the Society, each member agrees to abide and be bound by the Articles and Bylaws of the Society, and to abide by the Statement of Policy of the Pennsylvania Society of Anesthesiologists, Inc.

1.20 Payment of Dues: Lapse of Membership for Non-Payment - Active, and Affiliate, members shall pay the annual dues determined by the Board of Directors pursuant to Article 2 hereof.

Honorary members, Resident members, Medical Student members and Retired members shall be exempt from the payment of dues.

A member who is liable for the payment of dues and fails to pay said dues within the specified period of time will be dropped from membership. Such person may be reinstated to membership only upon application as provided in Section 2.31 hereof.

1.21 Maintenance of Other Memberships - Each Active and Affiliate member of this Society is required to maintain membership in the Active and Affiliate categories, respectively, in the American Society of Anesthesiologists, Inc.

No person may maintain membership in more than one component society of the American Society of Anesthesiologists, Inc., at the same time.

Active, Resident, and Fellow members of the American Society of Anesthesiologists, Inc., upon transfer of their location of principal professional activity to the Commonwealth of Pennsylvania, shall apply for membership in this Society within ninety days thereafter.

When a member of the American Society of Anesthesiologists, Inc., has transferred the location of his or her principal professional activity to the Commonwealth of Pennsylvania, nothing in these Bylaws shall be deemed to require membership in this Society in order to maintain membership in the American Society of Anesthesiologists, Inc., during the period of time necessary for the member to meet residency requirements which are, directly or indirectly, a prerequisite for membership in this Society.

1.211 Failure to Maintain Other Memberships - Upon receipt of written notice from the American Society of Anesthesiologists, Inc., that a member of this Society is not a member of such organization, the Secretary-Treasurer of this Society shall give written notice to such member that he or she will be dropped from membership in this Society; unless they regain membership and give evidence thereof to the Secretary-Treasurer within sixty days' grace period. Upon receipt of written notice from the American Society of Anesthesiologists, Inc. that a member of this Society has been expelled from membership in that Society, the Secretary-Treasurer shall drop such a member from membership rolls of the Society and shall notify them thereof.

1.22 Appeal - A member of the American Society of Anesthesiologists, Inc., whose application for membership in this Society is disapproved, may appeal to the Board of Directors of this Society.

1.221 Notice - The member shall forward his or her written notice of appeal to the Secretary-Treasurer of this Society, who will refer the matter to the Judicial Committee of this Society.

1.222 Investigation - The Judicial Committee shall:

Request the Standing Committee on Membership to furnish a written statement detailing the reasons for its ruling;

Request the member to furnish a written statement detailing the grounds for appeal, together with such documentary material as the member deems necessary; and

Make such other investigations as it deems necessary or proper.

1.223 Hearing - The Judicial Committee shall afford the member the opportunity to be heard in his or her own behalf.

Both the member and the Standing Committee on Membership of this Society are entitled to legal counsel.

1.224 Report - The Judicial Committee shall make a written report to the Board of Directors of this Society, stating its findings of fact and its specific recommendations.

1.225 Action - The Board of Directors of this Society shall review the findings and recommendations of the Judicial Committee, and make its ruling. The decision of the Board of Directors is final.

1.23 Expulsion, Suspension, and Censure of Members - A member of the Society may be censured, suspended or expelled for any good cause.

1.231 Causes - Causes for disapproval of an application for membership, censure, suspension, or expulsion of a member include, but are not limited to:

Expulsion from membership in the American Medical Association or from the American Society of Anesthesiologists, Inc.;

Revocation or suspension of license to practice Medicine by a regularly constituted state authority;

Conviction in a court of law of a felony or any offense involving moral turpitude;

Conduct unbecoming a physician;

Any cause or act which is detrimental to this Society; and

Failure to abide by the provisions of these Bylaws.

1.232 Investigation - The Standing Committee on Membership of this Society shall investigate any cause or claim which comes to its attention and determine whether the matter shall be referred to the Judicial Committee of this Society for hearing.

1.233 Notice - If the Standing Committee on Membership determines that the matter should be heard by the Judicial Committee, it shall prepare a notice which will:

Set forth the matter in question with sufficient details so that the member will be cognizant of the questions to be inquired into;

Inform the member that they will have an opportunity to be heard in their own defense before the Judicial Committee; and

Inform the member that they will be notified of the date, time and place of the hearing.

The Standing Committee on Membership shall mail such notice to the member involved and shall forward a copy thereof to the Chairman of the Judicial Committee.

The Standing Committee on Membership may forward additional reports on the matter to the Judicial Committee as it deems appropriate, and shall at the same time, mail copies to the member involved.

- 1.234 Hearing - The Judicial Committee may make such other investigations as it deems proper, and shall give the member involved at least thirty days' notice of the date, time, and place of the hearing before it.

At the hearing, the member shall have the opportunity to speak in their own defense, to present their written statement, and to produce documents and witnesses. They are entitled to legal counsel.

Should the member involved fail to appear at the hearing, the Judicial Committee may consider the matter on the basis of the notice and reports from the Standing Committee on Membership, documentation, written statements of the member involved, and such other investigation as it deems necessary or proper.

- 1.235 Report - The Judicial Committee shall make a written report to the Board of Directors of this Society, stating:

The matters set forth in the notice prepared by the Standing Committee on Membership;

The findings of fact of the Judicial Committee thereon; and

The specific recommendations of the Judicial Committee.

The findings of fact by the Judicial Committee are conclusive.

- 1.236 Action - At the meeting of the Board of Directors next following receipt of such report, the Board shall consider and act upon same.

The Board shall, by resolution, determine whether or not the member should be disciplined and the nature of the disciplinary action, if any.

The decision of the Board in any matter involving censure or suspension of a member of this Society is final.

- 1.24 Effect of Suspension, Expulsion, Etc. - Suspension or expulsion of members of this Society affects their status as follows:

- 1.241 Suspension - Suspension of a member shall be for a definite period of time and may, in the sole discretion of the Board of Directors, be commuted at any time.

During the period of suspension, the member is not entitled to exercise any of the rights or privileges of membership in this Society and shall not, for the purpose of these Bylaws, be deemed a member in good standing.

If the suspended member is an officer, director or member of the Judicial Committee of this Society, the Board of Directors, may at its discretion, declare the suspended member's position vacant.

- 1.242 Expulsion - All rights and privileges of a member of this Society cease upon the member's expulsion or the termination of his or her membership pursuant to the provisions of Section 1.21, 1.23, or Article 2 of these Bylaws. Any position in this Society held by such member thereupon becomes vacant.
- 1.25 Appeal to the American Society of Anesthesiologists, Inc. - Any member who is directed to suffer discipline in any degree by any final action of this Society, and who has exhausted his or her right of appeal in this Society, has the right to appeal from such final decision to the Judicial Committee of the American Society of Anesthesiologists, Inc. Such appeal must be made within sixty days after the final action of this Society.
- 1.26 Reinstatement - A member of this Society who has been dropped or expelled from membership pursuant to the provisions of Section 1.21 or 1.23 of these Bylaws, may make application for reinstatement, provided that they make application thereafter in the same manner as provided in these Bylaws for an original application for membership.

## **ARTICLE TWO. ANNUAL ASSESSMENT**

- 2.1 The members of this Society shall be assessed annually as follows:
- 2.11 Active and Affiliate - The amount of the annual assessment for Active and Affiliate Members shall be determined by the Board of Directors.
- 2.12 Honorary, Resident and Fellow, Medical Student and Retired - Honorary, Resident and Fellow, Medical Student and Retired members shall not be required to pay annual assessments.
- 2.13 New Members - Annual assessments of new members are due and payable immediately following acceptance into membership in this Society.
- 2.2 Due Date - Annual assessments are due and payable on January 1st of each year and are delinquent on March 31st of said year.
- 2.3 Non-Payment of Dues - Delinquent members shall immediately be notified that they will be dropped from membership in this Society unless payment of their annual assessment is received by May 1st of said year.
- 2.31 Reinstatement - A member dropped from membership for non-payment of any annual assessment may be reinstated only upon making application therefore in the same manner as provided in these Bylaws for an original



application for membership and paying the assessment or assessments in arrears; provided, however, that the Board of Directors, may at its discretion, modify or waive the requirement for payment of the assessment or assessments in arrears.

- 2.4 Refunds - Annual assessments which have been paid shall not be refunded.

### **ARTICLE THREE. MEETINGS OF MEMBERS**

- 3.1 Annual Meeting - The Society shall hold an annual meeting at which policy may be determined, a scientific program may be presented, and other business which may properly come before such meeting may be conducted. Such meeting shall be held at a time and location determined by the Board of Directors.
- 3.2 Special Meetings - Special meetings of the Society may be called by the President, Board of Directors, or by a majority of the Directors or Active members in a writing signed by them which writing shall be delivered to the Secretary-Treasurer. Any business of whatever nature may be considered and acted upon at such meetings.
- 3.3 Place of Meeting - Meetings of the Society shall be held at such places, either within or outside the Commonwealth of Pennsylvania as may be fixed by the Board of Directors or, in the absence of such action, by the President; or when called by a majority of the Directors or Active members as aforesaid, at such place as such Directors or Active members may specify in the written call for such meeting.
- 3.4 Notice of Meeting - Not less than twenty days prior to such meeting of the Society, the Secretary-Treasurer shall deliver, by mail, fax, or other electronic medium, to each member in good standing notice of the time, place and purposes thereof, provided that notice of the purpose of an annual meeting need not be given, other than the purpose of amending these Bylaws.
- 3.5 Quorum - When previous notice of the meeting has been given to the membership, as provided in Article 3.4, those members present shall constitute a quorum.
- 3.6 Voting - Each Active member in good standing shall have one vote at a meeting of the Society. Such vote may not be cast by proxy. Except as otherwise provided in these Bylaws, the vote required to adopt any motion or resolution or take any other action at a meeting of the Society shall be that of the majority of the Active members in good standing present and voting.
- 3.7 Mail Ballot - Any action which may be authorized or taken at a meeting of the Society may also be authorized or taken by ballot transmitted to all Active members in good standing, by mail, fax, or other electronic medium, if such ballot shall be authorized by the Board of Directors. In this case, a majority of all votes cast will be necessary for passage.

## ARTICLE FOUR. ELECTION OF OFFICERS

- 4.1 Officers - The officers of the Society shall be a President; a President-Elect; an Immediate Past President; a Vice President for Administrative Affairs; a Vice President for Professional Affairs; a Vice President for Scientific and Educational Affairs; a Secretary-Treasurer; and an Assistant Secretary-Treasurer. The offices of Vice President for Administrative Affairs, Vice President for Professional Affairs, Vice President for Scientific and Educational Affairs, and Secretary-Treasurer may be collectively referred to as "Vice Presidents," and any reference to "Vice President" in these Bylaws shall refer to any of these four officers. No person shall hold more than one such office at any one time.
- 4.2 Eligibility - Only Active members in good standing shall be eligible for election to the aforesaid positions.
- 4.3 Nominations - Such nominations as have been made by the Nominating Committee in accordance with these Bylaws for the Offices of President-Elect; Vice President for Administrative Affairs; Vice President for Professional Affairs; Vice President for Scientific and Educational Affairs; Secretary-Treasurer; Assistant Secretary-Treasurer; Director, Alternate Director, Delegates and Alternate Delegates to the American Society of Anesthesiologists, Inc.; Representative and Alternate Representative to the Specialty Leadership Cabinet of the Pennsylvania Medical Society; Delegate and Alternate Delegate to the House of Delegates of the Pennsylvania Medical Society; and Representative and Alternate Representative to the Medicare Carrier Advisory Committee shall be set forth in the notice of the annual meeting. At such meeting, additional nominations may be made from the floor by any Active member in good standing.
- 4.4 Election - The officers shall be elected by the voting members of this Society at the annual meeting of the Society. The candidate receiving the majority of votes shall be elected.
- 4.4.1 Term - The President-Elect shall serve in the office for two years from the close of the Annual Meeting at which he or she was elected until the close of the second following Annual Meeting. Without further election, the President-Elect then shall serve as President for two years until the end of the second following Annual Meeting. As best as practicable, these two-year terms shall coincide with the terms of the members of the House of Representatives of the Commonwealth of Pennsylvania.

The Immediate Past President shall serve as such for two years from the close of the Annual Meeting at which he or she completes a term of office as President until the close of the second following Annual Meeting.

The Vice Presidents for Administrative Affairs, Professional Affairs, and Scientific and Educational Affairs, shall serve for one year from the close of the Annual Meeting at which he or she is elected until the close of the following Annual Meeting; they may be elected to successive terms.

The Secretary-Treasurer and the Assistant Secretary-Treasurer shall serve for two-year coinciding terms from the close of the Annual Meeting at which they were elected to the close of the second following Annual Meeting. They may be elected to successive terms.

- 4.5 Resignation, Removal, Filling Vacancies - The person holding any of the aforesaid positions may resign at any time by instrument in writing to that effect filed with any officer of the Society other than themselves. Any such person may be removed, with or without cause, by the vote of a majority of the Active members in good standing. Whenever a vacancy in any of the aforesaid positions, however created, occurs between meetings of the membership of this Society, the Board of Directors may, by a vote of a majority of their number, fill any such vacancy for the unexpired term, except that a vacancy in the office of President shall be filled by the elevation of the President-Elect.
- 4.6 Duties of Officers - The officers of this Society are charged and entrusted as follows:
- 4.61 President - The President shall have general supervision and direction of the affairs of this Society, shall serve as Chair of the Board of Directors, shall preside at all meetings of the Society, shall appoint the Chair and members of all committees as terms expire or vacancies arise except as otherwise provided herein, shall serve as ex-officio member of all committees of this Society, shall deliver a report to the Board of Directors and the Active members, at the close of his or her term of office, during the annual meeting, and shall perform such other duties as custom, necessity, and parliamentary usage require or as otherwise provided in these Bylaws.
- 4.62 President-Elect - The President-Elect shall assist the President in the performance of his or her duties; preside in the absence of the President at meetings of this Society where the President usually presides; and represent the President at other meetings and functions when requested by the President to do so. The President-Elect shall appoint the members of PSA committees, including the committee chairs, who will take office at the beginning of his or her Presidential Term, except as provided otherwise in these Bylaws.
- 4.63 Immediate Past President - The Immediate Past President shall provide continuity between the preceding term and the current term; and contribute his or her knowledge and experience to the officials and members of this Society. He or she shall also serve as an ex-officio officer of Z-PAC, as specified in the Bylaws of that organization.
- 4.64 Secretary-Treasurer - The Secretary-Treasurer shall have immediate oversight and responsibility for the Section on Financial Affairs of this Society, including all committees therein; report on the Financial Affairs of this Society to the Executive Committee and to the Board of Directors;

and recommend to the President, when necessary, the formation of committees within the Section on Financial Affairs, as provided elsewhere within these Bylaws;

Serve as the official correspondent of this Society with the American Society of Anesthesiologists, Inc.; maintain a current roster of all members of this Society, classified according to categories of membership in this Society, and of Active and Resident members of the American Society of Anesthesiologists, Inc. who have transferred the location of their principal professional activity to the jurisdiction of this Society;

Request members of this Society who are in charge of residency training programs in the Commonwealth of Pennsylvania to notify this Society promptly of:

The name of each resident in anesthesiology training;

The date their training started; and

The date their training stopped;

Notify each Resident member of this Society, upon receiving notice of termination of their training, that to maintain membership in this Society and the American Society of Anesthesiologists, Inc., application for change of category of membership in this Society is required within sixty days:

Certify all applicants who have been accepted for membership in this Society;

In conjunction with the Executive Office of the American Society of Anesthesiologists, Inc., maintain a list of the name and category of membership of all new members accepted into this Society, the name and new category of all members in this Society changing their status, and the name and category of all members dropped from membership in this Society and the reasons for such action;

Forward to the Executive Office of the American Society of Anesthesiologists, Inc., by January 15th of each year, a report showing as of December 31st of the preceding year:

The names of the officers of this Society; and

A copy of the current Bylaws of this Society, specifying all changes;

Forward to the Executive Office of the American Society of Anesthesiologists, Inc., at least sixty days prior to each annual meeting of that Society, a list of authorized delegates and alternate delegates who will

represent this Society in the House of Delegates of the American Society of Anesthesiologists, Inc.;

Sit as the corporate secretary insofar as the execution of official documents or institution of official actions may be required;

Serve as recording secretary of the Board of Directors of this Society;

Act as the official custodian of the official seal of the Society, all monies, securities, and valuable papers of this Society as the Board of Directors may require, and supervise their deposit in banking institutions;

Be responsible for a detailed accounting of all receipts and disbursements of this Society;

Pay all authorized obligations of this Society;

Submit at each meeting of the Board of Directors a detailed report concerning the financial transactions of this Society, the status of the Society's funds, and the actions of the Secretary-Treasurer regarding these funds;

Submit at the business meeting of the annual meeting a comprehensive report concerning the financial transactions of this Society and the status of the Society's funds; and

Perform such other duties as custom or necessity require and as otherwise provided in these Bylaws.

- 4.65 Assistant Secretary-Treasurer - The Assistant Secretary-Treasurer shall assist the Secretary-Treasurer as required by the Secretary-Treasurer and the Board of Directors of this Society.
- 4.66 Vice President for Administrative Affairs – The Vice President for Administrative Affairs will have immediate oversight and responsibility for the Section on Administrative Affairs of this Society, including all committees therein, and shall, unless otherwise stated in these Bylaws, be a nonvoting ex-officio member of all committees within the Section on Administrative Affairs. He or she shall report on the Administrative Affairs of this Society to the Executive Committee and to the Board of Directors. He or she shall also recommend to the President, when necessary, the formation of committees within the Section on Administrative Affairs, as provided elsewhere within these Bylaws.
- 4.67 Vice President for Professional Affairs – The Vice President for Professional Affairs will have immediate oversight and responsibility for the Section on Professional Affairs of this Society, including all committees therein, and shall, unless otherwise stated in these Bylaws, be a nonvoting ex-officio member of all committees within the Section on

Professional Affairs. He or she shall report on the Professional Affairs of this Society to the Executive Committee and to the Board of Directors. He or she shall also recommend to the President, when necessary, the formation of committees within the Section on Professional Affairs, as provided elsewhere within these Bylaws.

- 4.68 Vice President for Scientific and Educational Affairs – The Vice President for Scientific and Educational Affairs will have immediate oversight and responsibility for the Section on Scientific and Educational Affairs of this Society, including all committees therein, and shall, unless otherwise stated in these Bylaws, be a nonvoting ex-officio member of all committees within the Section on Scientific and Educational Affairs. He or she shall report on the Scientific and Educational Affairs of this Society to the Executive Committee and to the Board of Directors. He or she shall also recommend to the President, when necessary, the formation of committees within the Section on Scientific and Educational Affairs, as provided elsewhere within these Bylaws

- 4.7 Impeachment - Any officer or other elected or appointed official of this Society may be impeached and removed from office for good cause.

- 4.71 Charges - All charges of impeachment shall be in writing and directed to the Board of Directors of this Society.

All charges shall be in detail and signed by at least ten voting members of this Society, who agree in writing to substantiate their statements with documentary proof or to appear personally to substantiate said documents.

- 4.72 Notice - The Secretary-Treasurer shall mail a copy of the charges on impeachment to the accused official and send a copy thereof to the Judicial Committee of this Society.
- 4.73 Investigation - The Judicial Committee shall make such investigation and conduct such hearings as it deems advisable and appropriate, and shall afford the accused official the opportunity to present evidence and witnesses in his or her own defense. Such official may be represented by counsel if they desire.
- 4.74 Recommendations - The Judicial Committee shall report its recommendations to the Board of Directors within thirty days after receipt of a copy of the charges from the Secretary-Treasurer.
- 4.75 Hearing - The Board of Directors has sole power to try all impeachment proceedings.

When the President is the accused official, the President-Elect shall preside.

Within thirty days after receipt of the recommendations of the Judicial Committee, the Board of Directors shall set a time for a hearing on the charges of impeachment.

The Secretary-Treasurer shall give the accused official at least fifteen days notice of the date, time, and place of the hearing.

At the hearing, the accused official shall have the opportunity to speak in his or her own defense and to present documents and witnesses. The accused official may be represented by legal counsel.

Should the accused official fail to appear at the hearing, the Board of Directors may consider the matter on the basis of the charges, the report from the Judicial Committee, documentation, written statements of the official involved and such other investigation as it deems necessary or proper.

- 4.76 Decision - If three-fourths of the entire membership of the Board of Directors, by secret ballot, finds that just and sufficient cause for impeachment has been presented, the charges shall be considered to have been sustained.
- 4.77 Effect - If impeachment charges are sustained, any elective or appointive position held by the accused official in this Society shall thereupon become vacant, and disciplinary action may be taken in accordance with the provisions of Section 1.23 of these Bylaws.

## **ARTICLE FIVE. BOARD OF DIRECTORS**

- 5.1 Composition - The Board of Directors of this Society is composed of: President; President-Elect; Immediate Past President; Vice President for Administrative Affairs; Secretary-Treasurer; Vice President for Professional Affairs; Vice President for Scientific and Educational Affairs; Assistant Secretary-Treasurer; Director, Alternate Director, Delegates and Alternate Delegates for Pennsylvania to the American Society of Anesthesiologists, Inc.; Delegates and Alternate Delegates of this Society to the Pennsylvania Medical Society House of Delegates and the Specialty Leadership Cabinet; a representative of the Resident Component Society; and the appointed Carrier Advisory Committee representative and alternate representative from the specialty of Anesthesiology for Pennsylvania (if members of this Society).
- 5.11 Ex-officio Members – The following individuals shall serve as ex-officio members of the Board of Directors, if not already a member of the Board, for the duration of their service in said position:
- 5.111 Editor of the Newsletter
- 5.112 The Chair of any Standing or Ad-hoc Committee

5.113 Any member of this Society serving on the Board of Directors of the American Society of Anesthesiologists, Inc.

5.114 The Chair of Z-PAC

5.2 Purpose - The Board of Directors shall manage the business and financial affairs of this Society; and in the interim between meetings of the members of this Society, may act upon matters which would otherwise require special meetings of the members.

5.3 General Powers and Duties - Except as otherwise specifically provided in these Bylaws, the Board of Directors is charged and entrusted as follows:

5.31 General Powers - The Board of Directors shall have:

The power to acquire, manage, control, and dispose of its property and to authorize all contracts on behalf of this Society;

The power to delegate such authority to the officers of this Society or to committees of the Board of Directors; and

Such other authority as prescribed for it in these Bylaws.

5.32 Budget - At its interim meeting, the Board shall consider the proposed budget prepared by the Secretary-Treasurer and the report on anticipated income and expenditures and shall approve a budget for the next fiscal year.

5.33 Annual Assessment - After consideration of the budget, the Board shall determine the amount of the annual assessment for the ensuing year.

5.34 Inspection and Audit – The Board may inspect any and all financial records and accounts of this Society; and shall authorize an annual financial review of all financial records and accounts of this Society at the close of each fiscal year.

5.35 Impeachment Proceedings - The Board has the sole power to try all impeachment proceedings.

5.36 Disciplinary Proceedings - The Board has final authority concerning censure or suspension of a member of this Society.

5.37 Committees - The Board may create committees from its membership; endow them with authority to act in the interim



between meetings of the Board on specific matters which would ordinarily require special meetings of the Board; and augment such committees by appointment of additional members of this Society who are not members of the Board.

5.371 Executive Committee - The Executive Committee shall be a standing committee of the Board of Directors and shall consist of the following members: President; President-Elect; Immediate Past President; Vice Presidents for Administrative Affairs, Professional Affairs, and Scientific and Educational Affairs; Secretary-Treasurer; Assistant Secretary-Treasurer; and the Director and Alternate Director for Pennsylvania to the American Society of Anesthesiologists, Inc. The Committee is charged with maintaining the day-to-day operations of the Society in the period between meetings of the Board of Directors. It may act on behalf of the Society and Board of Directors in correspondence with other societies, agencies, and individuals, and may expend previously budgeted funds and engage in contractual agreements as directed by the Board of Directors.

5.38 Other Duties - The Board shall perform such other duties as are delegated to it by the voting members of this Society acting as a whole; provided in these Bylaws; and as are usual and customary for the Board of Directors of a corporation and which are not in conflict with these Bylaws.

5.4 Report - All actions of the Board shall be reported to the membership of this Society at the annual meeting; and such action by the Board is subject to modification or revocation by the membership upon affirmative vote of the majority of those voting;

Provided, however, that the rights of any third parties without notice of these provisions shall not be prejudiced by such action of the membership.

5.5 Meetings - The Board of Directors shall meet at least twice a year, and two of these meetings must be separated by at least 3 months.

5.51 Presiding Officer - The President is the presiding officer of the Board of Directors except as otherwise provided by these Bylaws.

5.52 Quorum - A majority of the members of the Board constitutes a quorum.

5.53 Voting Members - Each member of the Board has one vote.

5.54 Notice - Written notice of the time and place of each meeting of the Board shall be delivered, by mail, fax, or other electronic medium, to each

member of the Board at least fifteen days prior to the proposed time of meetings;

- 5.55 Additional Meetings - Other meetings may be called by the President, with the approval of a majority of the Board; and

Special meetings shall be called upon petition of five members of the Board.

- 5.56 Voting by Mail - When deemed advisable, the President, in lieu of a meeting of the Board of Directors, may propose and conduct certain items of business by mail, telephone, fax, or other electronic medium with the Board of Directors and accept their vote by mail, telephone, fax, or other electronic medium in which case a majority vote of all members of the Board will be necessary for adoption.

## **ARTICLE 6: SECTIONS AND COMMITTEES**

- 6.1 Sections – The work of this Society shall be broadly divided into Sections, as defined in this Article.
- 6.2 Committees – Each section of this Society shall consist of Standing Committees and/or Ad-hoc Committees. Both Standing and Ad-hoc Committees may be composed of Active, Resident, Medical Student, Affiliate, Honorary, and Retired members of this Society. Unless otherwise specified in these Bylaws, all committees shall consist of a minimum of a Chair and two additional members. Also, unless otherwise specified in these bylaws, the appropriate Section Vice President shall be an ex-officio, non-voting member in each committee constituted in his or her Section. All committees constituted under this Article shall be constituted within a Section of this Society.
- 6.21 Standing Committees – Standing Committees are committees that continue from year-to-year and are defined within these Bylaws. Standing Committees address a continuous need or function of the Society. Unless otherwise noted in these Bylaws, Standing Committee chairs and members are selected by the Vice President of the section within which the committee is constituted, with input from and approval of the President. Also unless otherwise noted, Standing Committee chairs shall serve for the duration of the Presidency during which they were appointed, and Standing Committee members shall serve from appointment until the end of the following Annual Meeting of this Society.
- 6.22 Ad-hoc Committees – Ad-hoc Committees are committees that are formed for specific purposes not already undertaken by a Standing Committee. Ad-hoc Committees may be formed at any time by the President either at his or her own initiative or at the request of the Vice President of the Section within which the committee will be constituted. Should there be disagreement regarding the proper Section within which to constitute an

Ad-hoc Committee, the decision of the President shall be final.

No Ad-hoc committee may be given an assignment that conflicts with or duplicates the function of any Standing Committee.

Ad-hoc Committees may be dissolved by the President upon completion of the tasks assigned to them. All Ad-hoc Committees dissolve at the end of each Annual Meeting of this Society.

Ad-hoc Committee chairs and members shall serve from appointment until the committee is dissolved.

- 6.3 Section on Administrative Affairs – The Section on Administrative Affairs shall be tasked with the internal administration and governance of this Society. The work of this Section includes, but is not limited to: membership, member relations, bylaws, and elections.
- 6.31 Standing Committee on Membership – The Standing Committee on Membership is constituted within the Section on Administrative Affairs. It shall conduct investigations and make decisions on applications for Active, Affiliate, Resident, Medical Student, and Retired membership in this Society.
- It shall conduct investigations for all other categories of membership and submit recommendations on such applications to the Board of Directors except as otherwise provided in these Bylaws; and encourage qualified persons to apply for membership in this Society.
- 6.32 Standing Committee on Nominations – The Standing Committee on Nominations is constituted within the Section on Administrative Affairs. This committee shall be composed of a Chair and five members who are active members of this Society. The President-Elect shall serve as an additional, ex-officio, non-voting member of this Committee.

The Committee shall deliver a written report to both the Vice President for Administrative Affairs and the Secretary-Treasurer at least thirty (30) days before the Annual Meeting of this Society nominating at least:

One candidate each for such positions that will be vacant for the offices of President-Elect; Vice President for Administrative Affairs; Vice President for Professional Affairs; Vice President for Scientific and Educational Affairs; Secretary-Treasurer; Assistant Secretary-Treasurer; Director, Alternate Director, and Delegate to the House of Delegates of the American Society of Anesthesiologists Inc. for Pennsylvania;

One candidate for Alternate Delegate for each Delegate authorized by the American Society of Anesthesiologists, Inc.;

One candidate for each Representative and Alternate Representative to the Specialty Leadership Cabinet of the Pennsylvania Medical Society;

One candidate for each Delegate and Alternate Delegate to the House of Delegates of the Pennsylvania Medical Society, and;

One candidate each for Representative and Alternate Representative to the Medicare Advisory Committee for Pennsylvania.

Such nominations shall thereafter be set forth in the Notice of the Annual Meeting. At such meeting, additional nominations may be made from the floor by any Active member in good standing.

- 6.33 Judicial Committee – The Judicial Committee shall be a standing committee constituted within the Section on Administrative Affairs. It shall otherwise be constituted and perform the duties outlined in Article 7 of these Bylaws. Unless otherwise entitled, the Vice President for Administrative Affairs shall not be a member of this Committee.
- 6.4 Section on Professional Affairs – The Section on Professional Affairs shall be tasked with managing and advancing the professional and interprofessional relationships of this society. The duties of this Section include, but are not limited to: creating, fostering, and maintaining all liaisons with outside organizations, other medical societies, local, state, and national governments, licensing and accreditation bodies, and individual practices.
- 6.5 Section on Scientific and Educational Affairs – The Section on Scientific and Educational Affairs shall be tasked with advancing the educational and scientific mission of this Society. The duties of this Section include, but are not limited to: education of Society members; education of the public; and the advancement and promulgation of scientific and/or medical opinions of this Society.
- 6.51 Standing Committee on Communication – The Standing Committee on Communication shall be constituted within the Section on Scientific and Educational Affairs. The Committee shall gather, edit, and publish, in both printed and electronic form, information pertaining to the educational, scientific, governmental, administrative, and social activities of the Society and its committees as well as any news of particular interest and benefit to the members.

The Chair of the Committee shall be the Editor of the Newsletter.

The Editor shall submit an annual report to the Vice President of Scientific and Educational Affairs which shall include a financial budget for the past and upcoming years.

- 6.52 Standing Committee on Residents and Medical Students – The Standing Committee on Residents and Medical Students shall be constituted within the Section on Scientific and Educational Affairs. The Committee shall provide guidance, mentorship, and oversight of Resident, Fellow, and Medical Student members. All requests for funds for Resident, Fellow, or Medical Student initiatives or travel require approval of this Committee.

The Chair of this Committee shall be a member of the Board of Directors and shall be the Board Liaison to the Resident Component. The Liaison shall provide direct oversight to and assistance with day-to-day operations of the Resident Component.

The Members of this Committee shall be:

The Resident Component President;

The Vice President for Scientific and Educational Affairs (who shall be a voting member);

A minimum of one additional member of the Board of Directors;  
and

Any other members appointed in accordance with this Article.

With the approval of the President and the Vice President for Scientific and Educational Affairs, a Medical Student member may be added to this committee.

- 6.6 Section on Financial Affairs – The Section on Financial Affairs shall be tasked with the financial stewardship of this Society. The duties of this Section include, but are not limited to, reporting to the Executive Committee regarding all financial matters on a regular basis and whenever irregularities are identified.
- 6.61 Standing Committee on Financial Review – The Standing Committee on Financial Review shall be constituted within the Section on Financial Affairs. The Committee shall review, at least annually, the financial dealings of the Society, including financial statements, investment portfolios, expenditure of funds, and contributions made on behalf of the Society and its members. The Committee will consult with the Secretary-Treasurer and provide assistance as necessary for preparation of the annual budget and make recommendations to the Board of Directors as necessary.

The Assistant Secretary-Treasurer shall be Chair of the Committee. Additional members of the Committee shall include one additional member of the Executive Committee (other than the Secretary-Treasurer), and three additional members of the Board of Directors as appointed by the President.

- 6.7 Reports – Unless otherwise specified within these Bylaws, each Committee shall submit to the Section Vice President a report of its deliberations, actions, and recommendations no later than fourteen days in advance of the Fall Board of Directors meeting or no later than thirty days in advance of the Annual Meeting, whichever is earlier.

Each Vice President shall submit to the President a report of their section's deliberations, actions, and recommendations no later than fourteen days in advance of the Annual Meeting. These reports shall be presented at the Annual Meeting

#### **ARTICLE SEVEN. JUDICIAL COMMITTEE**

- 7.1 Composition - The Judicial Committee shall consist of the most recent five Past Presidents of this Society. In the event that a member cannot serve, the President of the Society shall appoint as a substitute one of the other Past Presidents who shall serve until the completion of that term. The Immediate Past President shall assume a seat on the Judicial Committee immediately upon the close of his or her term of office as President. The Chair of the Committee shall be its longest serving member.
- 7.2 Duties - This Committee shall:
- Hear and consider, and at its discretion, attempt to adjudicate all questions of ethics, discipline, professional relationship, and the rights and standings of members of this Society; and
- Conduct investigations and hold appropriate hearings as provided in these Bylaws in Sections 1.22 and 1.23.
- 7.3 Findings - In matters involving alleged violations of standards of professional conduct, the decision of the Judicial Committee that no violation occurred shall be final.

The Board of Directors shall not take any action upon matters within the jurisdiction of the Judicial Committee until the recommendations of the Committee have been received; thereafter, the action taken thereon by the body having ultimate authority is final and conclusive as to all parties concerned.

#### **ARTICLE EIGHT. DIRECTOR AND DELEGATES TO THE AMERICAN SOCIETY OF ANESTHESIOLOGISTS, INC.**

- 8.1 Election - The Director of the American Society of Anesthesiologists, Inc., representing the Commonwealth of Pennsylvania, his or her Alternate, and the Delegates and Alternates to the House of Delegates of the American Society of Anesthesiologists, Inc., to which this Society is entitled shall be elected at an annual business meeting as provided in Article 4 of these Bylaws.

8.2 Terms of Office - The terms of office for the representatives of this Society in the American Society of Anesthesiologists, Inc., shall be as follows:

8.21 Director and Alternate - Three years, commencing at the close of the annual meeting of the House of Delegates of the American Society of Anesthesiologists, Inc., following their election. No Director or Alternate Director may, after having served two consecutive terms, be elected to a third consecutive term in the same office.

8.22 Delegates - Three years, commencing at the close of the annual meeting of the House of Delegates of the American Society of Anesthesiologists, Inc., following their election. Staggered terms shall be created in the initial appointment of new delegates by dividing the initial appointments as nearly equally as the numbers of members permit among three, two and one year terms, so that an approximately an equal number delegates are eligible for election each year.

8.23 Alternate Delegates - One year, commencing at the close of the annual meeting of the House of Delegates of the American Society of Anesthesiologists, Inc., following election.

8.3 Duties and Responsibilities - The duties and responsibilities of the representatives of this Society in the American Society of Anesthesiologists, Inc., are as follows:

8.31 Director and Alternate Director - The Director and Alternate Director shall represent this Society on the Board of Directors and House of Delegates of the American Society of Anesthesiologists, Inc. They shall attend all meetings of the Board of Directors and House of Delegates of the ASA or make certain that this Society is represented thereat.

They shall report to the Board of Directors of this Society, immediately following each meeting of the Board of Directors or the House of Delegates of the American Society of Anesthesiologists, Inc., the actions taken and recommendations made at such meetings; and they shall perform such other duties as provided in these Bylaws.

They shall attend meetings of this Society's Board of Directors, and those of the Board of Directors of the American Society of Anesthesiologists, so as to ensure that their position truly represents needs and best interests of the Society.

8.32 Delegates - The Delegates shall represent this Society in the House of Delegates of the American Society of Anesthesiologists, Inc., and are charged and entrusted as follows:

Whenever possible, to counsel with the officers and the Board of Directors of the American Society of Anesthesiologists, Inc., in the interest of making certain that actions taken by that body are in accord with the best interests and desires of this Society; and

To attend each meeting of the House of Delegates of the American Society of Anesthesiologists, Inc., or to make certain that this Society is represented thereat.

To attend meetings of this Society's Board of Directors so as to ensure that their position truly represents needs and best interests of the Society.

- 8.33 Failure to Fulfill Duties - If a Director, Alternate Director or Delegate fails in his or her responsibility to the Society, including, but not limited to failure to attend such meetings of the ASA or PSA as outlined above without having sufficient cause or giving sufficient notice to the Secretary-Treasurer of this Society in advance of the meeting, impeachment proceedings as specified in Article 4.7 of these Bylaws may be recommended by either the President or simple majority vote of the Board of Directors.

In the event of a vacancy, the President will appoint a successor to complete the vacated term in the following manner:

The vacated office of Director will be filled by the Alternate Director,

The vacated office of Alternate Director will be filled by a Delegate of the President's choosing,

The vacated office of Delegate will be filled by an Alternate Delegate of the President's choosing, and

The vacated office of Alternate Delegate may be filled by any member in good standing, upon nomination by the President and approval of the Board of Directors.

## **ARTICLE NINE. REPRESENTATIVES TO THE PENNSYLVANIA MEDICAL SOCIETY**

- 9.1 Election - The Representative and Alternate Representative to the Specialty Cabinet, and the Delegate and Alternate Delegate to the House of Delegates of the Pennsylvania Medical Society shall be elected at the annual business meeting as provided in Article 4 of these Bylaws.
- 9.2 Terms of Office - The terms of office for the Representative and Alternate Representative to the Specialty Cabinet, and the Delegate and Alternate Delegate to the House of Delegates of the Pennsylvania Medical Society shall be for one year. The tenure of any one of these offices shall be in compliance with the Bylaws and regulations of the Pennsylvania Medical Society.
- 9.3 Duties and Responsibilities - The duties and responsibilities of the representatives of this Society to the Pennsylvania Medical Society are as follows:



- 9.31 The Representative and Alternate Representative to the Specialty Cabinet, and the Delegate and Alternate Delegate to the House of Delegates of the Pennsylvania Medical Society shall attend all official meetings of their respective bodies and they shall represent this Society in the interest of making certain that actions taken by these bodies are in accord with the best interests and desires of this Society.

These representatives shall report to the Board of Directors of this Society, immediately following each meeting, the actions taken and recommendations made at such meetings.

If any representatives fail in their responsibility either by not attending an official meeting of their respective body without giving sufficient cause, or by notifying the Secretary-Treasurer of this Society of their possible or impending absence from such meeting within a reasonable time, impeachment proceedings as specified in Article 4.7 of these Bylaws may be recommended by either the President or simple majority vote of the Board of Directors.

#### **ARTICLE TEN. POLITICAL ACTION COMMITTEE**

- 10.1 The Political Action Committee Z-PAC is established as an independent, non-profit, unincorporated association operated as an adjunct to this Society, to provide financial support for candidates for state and local elective offices who understand and appreciate the goals, objectives and values of persons practicing the medical specialty of Anesthesiology.
- 10.2 The Immediate Past President of this Society shall be an ex-officio officer of Z-PAC.
- 10.3 All other officers of Z-PAC shall be nominated by the President and approved of the Board of Directors of this Society, for terms specified in the Bylaws of Z-PAC.
- 10.4 The Chair of Z-PAC will make a report, including contributions and expenses of Z-PAC, to this Society at least annually at the fall Meeting of the Board of Directors, and at other times as requested by the President of this Society.
- 10.5 The President of this Society has the authority to request a review of the financial operations of Z-PAC.
- 10.6 The Board of Directors of this Society may dissolve Z-PAC by a two-thirds vote of those present at a regular or special meeting of the Board.

#### **ARTICLE ELEVEN. FUNDS AND EXPENDITURES**

- 11.1 Funds - Funds of this Society are derived from the following sources:
- 11.11 Annual Assessment of Dues - An annual per capita assessment of dues for each active and affiliate member shall be made in amounts established in the manner provided in these Bylaws.
- 11.12 Special Assessments - Additional funds may be raised by special assessments authorized by the Board of Directors.
- 11.13 Other Sources - Funds may be derived from voluntary contributions, bequests, income from publications of this Society, and any other source approved by the Board of Directors.
- 11.2 Expenditures - Expenditures of funds of this Society shall be made in the following manner:
- 11.21 Authority - Funds may be expended by the Board of Directors within the limits of the annual budget and in accordance with the authorizations and within the limitations provided in these Bylaws.
- 11.22 Payment - Checks issued by this Society must be authorized by the President or Secretary-Treasurer of this Society.
- 11.3 Annual Financial Review – The financial accounts and records of this Society shall be subject to annual review by the Standing Committee on Financial Review. The Board of Directors may order an audit to be conducted by a Certified Public Accountant appointed by the Board of Directors, and shall do so at a minimum of every six years. The cost thereof shall be paid by the Society.
- 11.4 Fiscal Year - The fiscal year of this Society shall be the calendar year.

## **ARTICLE TWELVE. PARLIAMENTARY AUTHORITY**

The current edition of ROBERT’S RULES OF ORDER NEWLY REVISED shall govern all questions of parliamentary procedure and order;

Provided, however, that in no case shall that authority take precedence over or contravene the Articles of Incorporation, the Bylaws or the Rules of Order of this Society.

## **ARTICLE THIRTEEN. REFERENDUM**

- 13.1 Any matter or question which affects this Society may be referred to the voting members of the Society for a general vote.
- 13.2 Requirements - Such question shall be submitted to the voting members of this Society upon:

Two-thirds vote of the total membership of the Board of Directors; or

A written request signed by fifty voting members of this Society.

- 13.3 Voting - Voting on the question may be conducted at the annual meeting of the Society by a two-thirds vote of the active members in good standing present or by mail, fax, or electronically transmitted ballot, sent to all active members in good standing, by the majority of all votes cast if such ballot shall be authorized by the Board of Directors.

#### **ARTICLE FOURTEEN. AMENDMENTS**

These Bylaws may be amended by a two-thirds vote of the Active members in good standing present at any annual meeting following previous notice of the meeting with a copy of the proposed amendments enclosed, or by mail, fax, or electronically transmitted ballot sent to all Active members in good standing if such mail, fax, or electronically transmitted ballot shall be authorized by the Board of Directors. In such a mail, fax, or electronically transmitted ballot, a two-thirds majority of all votes cast would be necessary for amendment.

#### **ARTICLE FIFTEEN. STATUS UNCHANGED**

Officers, Directors, and Delegates to the American Society of Anesthesiologists, Inc., and members of committees serving at the time of adoption or amendment of these Bylaws shall continue to serve until the expirations of the terms for which they were originally appointed or elected.

#### **ARTICLE SIXTEEN. DISSOLUTION**

Should it be deemed necessary that the Society be dissolved, notice of such action shall be sent to each member with the announcement of the annual business meeting of the Society.

Such dissolution shall be accomplished by the approval of two-thirds of the members present and voting at the annual business meeting.

In the event that the Society is dissolved, all funds remaining after payment of all debts shall be transferred to the Wood Library-Museum of Anesthesiology, 1061 American Lane, Schaumburg, IL 60173-4973.