

1 **FLORIDA SOCIETY OF ANESTHESIOLOGISTS BYLAWS**

2

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1 **REVISED BYLAWS OF**
 2 **THE FLORIDA SOCIETY OF ANESTHESIOLOGISTS, INCORPORATED**

3
 4 **CHAPTER 1 - MEMBERS**

5
 6 1.01 The categories of membership in this Society are Active, Affiliate,
 7 Resident/Fellow, Retired, Life, Honorary, Educational, Educational Student,
 8 Medical Student and Anesthesiologist Assistant.

9
 10 1.02 **ACTIVE MEMBER:** Doctors of medicine who are licensed in the State of
 11 Florida, and who are engaged in the practice of Anesthesiology, who live in the
 12 state of Florida and/or practice in the state of Florida and who meet at least one of
 13 the following requirements:

- 14
 15 a) Successfully completed a training program in anesthesiology, accredited
 16 by the Accreditation Council of Graduate Medical Education or
 17 equivalent organization, or the American Osteopathic Association.
 18 b) Certified as a Diplomate of the American Board of Anesthesiology or the
 19 equivalent in Osteopathic Boards.
 20 c) Certified by the Royal College of Physicians and Surgeons of Canada.
 21 d) Fellow of the Royal College of Anesthetists or equivalent organizations.
 22 e) Was approved for Active Membership with this Society prior to
 23 September 17, 1978.
 24 f) Practice at a VA hospital in Florida or in employment by the United States
 25 Government
 26

27 1.03 **AFFILIATE MEMBER:** Doctors of medicine who have some interest in
 28 anesthesiology and related subjects but who do not meet the requirements in
 29 Section 1.02, or scientists who are not physicians but are interested in
 30 Anesthesiology.
 31

32 1.04 **RESIDENT/FELLOW MEMBER:** Doctors of medicine who are engaged in
 33 training in Florida on a full-time basis in an approved residency or fellowship
 34 training program in Anesthesiology and or its subspecialties, accredited by the
 35 Accreditation Council of Graduate Medical Education or the American
 36 Osteopathic Association. Eligibility for this category of membership ceases with
 37 the completion or discontinuance of the member's training.
 38

39 1.05 **RETIRED MEMBER:** Doctors of medicine who are no longer actively engaged in
 40 the practice of Anesthesiology, and who have been an Active or Affiliate member
 41 of a component society of the American Society of Anesthesiologists for a
 42 minimum of (20) years or have reached the age of 70. Active members of this
 43 society who are disabled and therefore unable to engage in the practice of their
 44 profession for one year or more, shall at their request be placed in retired
 45 membership status upon receipt of a completed ASA disability waiver by the FSA

- 1 Executive Director. When they resume active practice they must so notify the
2 Office of the Executive Director and shall thereupon be reinstated as active
3 members.
- 4
- 5 1.06 LIFE MEMBER: Past Presidents of the American Society of Anesthesiologists,
6 Inc., who reside in the State of Florida.
- 7
- 8 1.07 HONORARY MEMBER: Doctors of Medicine who have rendered years of
9 faithful service to this Society or who have attained exceptional eminence in
10 Anesthesiology or related subjects. Nominations for Honorary membership shall
11 be endorsed by two members of the Board of Directors. The Board of Directors
12 shall approve all nominations by a majority vote of the eligible voting board
13 members.
- 14
- 15 1.08 EDUCATIONAL MEMBER: A non-physician provider of anesthesia care
16 including but not limited to Advance Practice Nurse, Dentist (DDS), Nurse
17 Anesthetist (NA), Physician Assistant, Veterinarian (DVM).
- 18
- 19 1.09 EDUCATIONAL STUDENT MEMBER: An Educational Student member shall
20 be either an Anesthesiologist Assistant student or a Nurse Anesthetist student.
- 21
- 22 1.10 MEDICAL STUDENT MEMBER: A Medical Student member shall be an
23 individual in full-time training at an approved U.S. or international medical
24 school.
- 25
- 26 1.11 ANESTHESIOLOGIST ASSISTANT MEMBER: An Anesthesiologist Assistant
27 member shall be an anesthesiologist assistant who is a Fellow member in good
28 standing of the American Academy of Anesthesiologist Assistants (AAAA).
- 29
- 30 1.12 Affiliate, Resident/Fellow, Retired, Life, Honorary, Educational, Educational
31 Student, Medical Student and Anesthesiologist Assistant members shall be
32 entitled to participate in all functions of the Society, except they shall not have a
33 vote.
- 34
- 35 1.13 Active and Resident/Fellow members are required to maintain membership in the
36 American Society of Anesthesiologists, Inc., and any member who fails to comply
37 with this provision shall be dropped from membership in the Society.
- 38
- 39 1.14 Any member may resign from membership in the Society at any time by
40 delivering written notice of such resignation to the office of the Executive
41 Director. Resignation from membership shall not relieve the member from
42 obligations due and owing to the Society at the time of resignation. Members will
43 be advised that resignation in FSA also determines resignation from ASA, per
44 bylaws requirements. FSA will notify ASA of resignation. Members may

1 reactivate their membership by paying all dues owed to FSA and ASA if rectified
2 within the time frame specified by ASA bylaws.

3
4 1.15 Any member whose membership has been revoked by the ASA for any reason
5 will automatically and immediately have said membership revoked by the FSA.
6 Exceptions for Honorary Membership will be made on a case-by-case basis as per
7 1.07.

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CHAPTER 2 - ASSESSMENTS

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- 2.01 The amount of the annual assessment for members shall be determined by the Board of Directors after consideration of the annual budget for the next year and shall be announced to the membership not less than one month before the due date of the assessment.
- 2.02 Honorary, Life, and Retired members who are members in this category before October 1, 1984, shall be exempt from annual dues and assessments.
- 2.03 Annual assessments shall be due and payable on January 1 of each year. A member shall be deemed delinquent if the dues are unpaid by March 31. After notification, and if delinquent on May 1, all member benefits shall be suspended until dues for the current year have been paid.
- 2.04 Applicants whose membership applications are processed and approved prior to July 1 of a year shall pay the full amount of the assessment of their category of membership for that year, but those processed and approved after July 1 shall pay one-half of the annual assessment of their category of membership for that year. This shall apply to new members of the Society and shall not apply to lapsed members who failed to renew their dues by the specified annual deadline.
- 2.05 Special additional assessments may be levied on the members when and as determined by the Board of Directors to defray any extraordinary expenses which may be incurred by the Society.
- 2.06 Active members on duty with the U. S. Armed Forces shall have assessments suspended for the duration of such service.
- 2.07 The Board of Directors may, during unusual circumstances, such as illness or extreme hardship, suspend assessments of any member, subject to annual review.

CHAPTER 3 - REGULAR AND SPECIAL SESSIONS

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- 3.01 The Society shall hold one or more sessions each year.
- 3.02 The regular annual session shall be held at a time and place as selected by the FSA Program Committee and approved by the Executive Committee, such selection to be made at least two years in advance of the date of the session.
- 3.03 An interim session may be held during the annual meeting of the Florida Medical Association at a time and place as fixed by the FSA Program Committee.
- 3.04 The regular annual session shall be known as the Annual Meeting of the Society and shall include both a scientific program, provided by the FSA Program Committee, and at least one business meeting to transact any and all business that shall come before the members.
- 3.05 Twenty Active members shall constitute a quorum for a business meeting at a regular or special session. Each voting member shall be entitled to one vote on all matters brought to a vote of the members.
- 3.06 It shall be the duty of the Secretary to screen the membership so that non-voting members shall not be included in determining whether or not there is a quorum, nor be allowed to vote.
- 3.07 Special sessions may be called by the President or the Board of Directors and must be called by the President within thirty (30) days upon request by signed petitions from 10% of the Active Members of the Society.
- 3.08 Special and regular sessions shall be held at the time and place fixed by the Board of Directors. Electronic meetings shall be permissible when it is determined in the best financial interest of the society and as other issues may arise. Technological requirements for electronic meetings shall include the Society hosting the meeting via the internet with audio and visual access for the members.
- 3.09 Notice of special sessions and the subject or subjects to be presented and the business to be transacted shall be forwarded to each member at least two weeks prior to the proposed special session.

CHAPTER 4 - DISTRICT DIRECTORS

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- 4.01 The Florida Society of Anesthesiologists, Inc. will be composed of five (5) districts. They will be designated as the North, Central, East, West and South District.
- 4.02 A map showing the counties comprising each Medical District is added as Appendix I to these Bylaws.
- 4.03 Each District shall elect three (3) directors from said District.
- 4.04 Each Director shall have been a voting member of this Society prior to election and shall practice in the elective District.
- 4.05 The term of office of each Director shall be for three (3) years beginning immediately after the adjournment of the regular annual meeting. Initial elections for Director may be staggered terms in order to assure that approximately one-third (1/3) of the Directors shall be elected each year.
- 4.06 Nominations for Director shall be made at the Annual meeting by voting members of that District or as presented by the Board of Directors.
- 4.07 Should only one nomination for a Director position be received, such nomination shall be equivalent to election.
- 4.08 The election of District Directors will be made at the Annual Meeting by a majority of the members voting. If, on any ballot, no nominee receives a majority of votes cast, the name receiving the fewest number of votes shall be dropped and the balloting shall proceed until one candidate receives a majority of votes.
- 4.09 The Secretary of this Society shall certify the election.
- 4.10 Vacancies in the office of District Director shall be filled by the Board of Directors, pursuant to Section 617.0809(2) of the Florida statute which provides that, when the Board fills a vacancy on the Board of Directors, the person so appointed serves out the unexpired term of his or her predecessor in office.

CHAPTER 5 - ELECTION OF OFFICERS AND THEIR DUTIES

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- 5.01 The officers shall be elected at the Annual Meeting as provided for in these Bylaws. In the event that the Board of Directors determines that it is in the best interest of the society to hold an election during a regular or special session via an electronic meeting, the election communication and balloting may be held via any acceptable form of verifiable communication as approved by the Board of Directors and permissible by law.
- 5.02 Nominations for offices shall be made from the floor by a voting member or as presented by the Board of Directors. Nominees for officer positions must have been voting members of the Society for at least one year. Delegates and Alternate Delegates to the FMA need not be voting members for at least one year, but they must be members of the FMA.
- 5.03 Election of officers and other officials shall be by direct secret ballot unless a single candidate is nominated, whereupon a vote may be taken by voice.
- 5.04 The majority of votes cast shall be necessary to elect with the exception of ASA Alternate Delegates and FMA Alternate Delegates, who will be elected using one ballot for all candidates. The top vote-getters needed to fill the available positions will be declared the winners.
- 5.05 If, on any ballot, no nominee shall receive the majority of votes cast, the name receiving the fewest number of votes shall be dropped and the balloting shall proceed until a majority is obtained.
- 5.06 The term of the President, President Elect, Vice-President, Secretary, Treasurer, Assistant Treasurer, Immediate Past President and the Society's Delegates and Alternate Delegates to the FMA shall be from the close of the Annual Meeting of election until the close of the following Annual Meeting. The terms of office of the ASA Florida District Director and Alternate Director shall be for three years, commencing at the close of the Annual Meeting of the ASA.
- 5.07 The President shall counsel with all other officers, delegates, committee members and members toward the best interest of the public and of this Society; shall attempt to further the aims and objectives of the Society to the fullest extent; and shall perform such other services as custom, necessity and parliamentary usage require. In the event of the death, resignation or removal from office of the President, the President-Elect shall forthwith succeed to the office of the President for the remainder of the term of the current President. The President-Elect will then also serve the anticipated term as President.
- 5.08 The President-Elect shall, upon expiration of the term of the President, automatically succeed to the office of President. In the event of the death,

- 1 resignation or removal from the office of President-Elect, the office shall remain
2 vacant until the next regular session, at which time the membership shall elect a
3 president to serve for the presidential term which such President-Elect would have
4 served.
5
- 6 5.09 The Vice-President shall assist the President and President-Elect in the
7 performance of their duties as they may be requested to do so and shall represent
8 the President when requested at any meeting of the Society or Committees or at
9 any other functions.
10
- 11 5.10 The Secretary shall act as the Corporate Secretary insofar as the execution or
12 authentication of official documents or the institution of official actions are
13 required as well as carry out all other duties as outlined in the Policies and
14 Procedures of the Society.
15
- 16 5.11 The Treasurer shall be the custodian of, or supervise the person with custody of,
17 all monies, securities, valuable papers, books and records of the Society, as well
18 as carry out all other duties as outlined in the Policies and Procedures of the
19 Society.
20
- 21 5.12 The Assistant Treasurer shall assist the Treasurer in all the duties of the Treasurer
22 and keep current in the duties of that office as outlined in the Policies &
23 Procedures of the Society.
24
- 25 5.13 The Secretary, Treasurer, Assistant Treasurer, and the President shall be bonded at
26 the expense of the Society in such amount as the Board of Directors deem
27 necessary.
28
- 29 5.14 All officers, delegates and other members who are elected or appointed to office
30 shall serve until a successor has been duly elected or appointed and has assumed
31 the duties of such office except as otherwise provided in these Bylaws.
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CHAPTER 6 - ASA DELEGATES AND ALTERNATES

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- 6.01 The term of office of the Delegates to the American Society of Anesthesiologists, Inc., shall be for three years and of the alternate delegates for one year, and shall commence at the end of the next Annual Meeting of the ASA following their election.
- 6.02 Each ASA Delegate and Alternate Delegate shall have been a voting member of this Society for at least one year prior to election to office.
- 6.03 Each District, as so defined in Section 4.01 will be entitled to at least one Delegate.
- 6.04 The election of Delegates will be made at the Annual Meeting by a majority of the members voting. If, on any ballot, no nominee receives a majority of votes cast, the name receiving the fewest number of votes shall be dropped and the balloting shall proceed until one candidate receives a majority of votes.
- 6.05 The number of delegates and alternate delegates elected by the Society to the House of Delegates of the American Society of Anesthesiologists, Inc., shall be in the manner provided and required by that Society and the powers and duties of such delegates or alternate delegates shall be as therein defined.
- 6.06 In the event a delegate is unable to attend a meeting or session of the House of Delegates of the American Society of Anesthesiologists, Inc., any elected Alternate shall be eligible to serve in this position during that meeting or session, provided that such is permissible under applicable ASA policy.
- 6.07 Delegates are charged and alternates are encouraged to attend each meeting of the House of Delegates of the American Society of Anesthesiologists, Inc., and any caucuses or other scheduled meetings.
- 6.08 In the event of the death, resignation or removal of a delegate from office, the Board of Directors, pursuant to 13.09, may appoint one of the Alternate Delegates to serve as Delegate, as specified in 6.05 and 6.06. The alternate delegate shall assume the duties of office until the next Annual Meeting, when a new delegate shall be elected to complete the original term.

CHAPTER 7 - COMMITTEES

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7.01 The standing committees of this Corporation shall be as follows:

- a) Charter, Bylaws and Rules Committee
- b) Economics Committee
- c) Program Committee
- d) Communications Committee
- e) Membership Committee
- f) Legislative Affairs Committee
- g) Nominations Committee
- h) Judicial Committee
- i) Critical Care Medicine Committee
- j) Residents Committee
- k) Executive Committee
- l) Pain Medicine Committee
- m) Past Presidents' Advisory Council
- n) Office Based Anesthesia Committee
- o) Audit Committee
- p) Obstetric Anesthesia Committee

7.02 The President, except as otherwise provided herein may appoint a Chairman and members of ad hoc Committees to serve during that President's term of office. The Chair of each Standing Committee listed in 7.01, with the exception of the Executive Committee, shall be a voting member of the Board of Directors.

7.03 Each Committee shall submit an annual report via electronic communication to the Executive Director not later than thirty days before each regular session and shall submit such other reports as the Directors require. Failure to submit a written report will result in requirement of a verbal report at the regular session. If no report is deemed necessary by the committee chairperson, said chairperson should notify the Secretary and Executive Director that no report will be submitted.

7.04 No functions outside of those authorized by the Charter and the Bylaws may be undertaken by any Committee without the approval of the Board of Directors.

7.05 Expenditures by Committees may be anticipated and included in the annual budget for presentation to and approval by the Society or the Board of Directors. Statements for the approved expenditures shall be certified by the Chairmen of the various committees and forwarded to the Secretary-Treasurer for payment.

7.06 THE CHARTER, BYLAWS AND RULES COMMITTEE shall consist of at least three members, at least one of whom shall have served on the retiring committee. Its duties shall be to consider matters pertaining to the Charter, Bylaws and Rules and to make recommendations to further the work of the Society.

- 1
2 7.07 THE ECONOMICS COMMITTEE shall consist of at least three members, at least
3 one of whom shall have served on the retiring committee. Its duties shall be to
4 investigate matters affecting the economic status of the practice of
5 Anesthesiology, making such recommendation as it shall deem fit. Under the
6 direction of the Board of Directors and in cooperation with the Legislative
7 Committee, it shall represent this Society in aiding the membership to secure and
8 enforce legislation and regulatory rulings in the interest of the specialty of
9 Anesthesiology.
10
- 11 7.08 THE PROGRAM COMMITTEE shall consist of at least ~~three~~ six (6) members, at
12 least one of whom shall have served on the retiring committee. This Committee
13 shall facilitate the selection of meeting sites and dates and will plan, prepare and
14 secure all scientific and educational programs and make arrangements for all
15 meetings of the Society. The Committee shall, at an appropriate time prior to each
16 session, furnish the President and Secretary with a program showing arrangements
17 and the order in which papers, discussions and business matters are to be
18 presented. The President and the Chairperson of the Program Committee shall
19 appoint sub-committees as needed.
20
- 21 7.09 THE COMMUNICATIONS COMMITTEE shall consist of at least three
22 members, at least one of whom shall have served on the retiring committee.
23 Duties of the Committee shall encompass all matters relating to the improvement
24 of the practice of Anesthesiology in the eyes of organized medicine and the public
25 at large. This committee will also oversee all Society interaction with electronic
26 media, including, but not limited to, social media. Their responsibility shall be to
27 maintain the website of the society and monitor the interaction of our website and
28 related social media outlets.
29
- 30 7.10 THE MEMBERSHIP COMMITTEE shall consist of at least five members, at
31 least two of whom shall have served on the retiring committee. The Committee
32 shall make investigations concerning applicants for the categories of membership
33 and shall encourage qualified members of the medical profession to apply for
34 membership. It shall approve the credentials of members who shall desire to
35 register at regular sessions.
36
- 37 7.11 THE LEGISLATIVE AFFAIRS COMMITTEE shall consist of at least three
38 members, at least one of whom shall have served on the retiring committee. This
39 Committee shall be knowledgeable of all legislative, regulatory and court actions
40 affecting Anesthesiology which may emanate from Federal, State or County
41 governments, and also from actions of AMA and FMA. The Committee shall also
42 represent this Society in aiding the membership to secure and enforce legislation
43 and rulings in interest of the specialty of Anesthesiology.
44

- 1 7.12 THE NOMINATIONS COMMITTEE shall consist of Immediate Past President
2 as Chair, President, President Elect and two board members at large. The
3 committee shall develop recommendations for candidates for positions coming
4 open due to terms that are expiring. Recommendations will be submitted to the
5 board of directors who will then vote to approve the proposed slate of candidates.
6 The approved slate will then be forwarded to the membership for review no later
7 than 30 days prior to the election held during the regular session (annual meeting).
8
- 9 7.13 THE JUDICIAL COMMITTEE shall consist of a Chairman and four members
10 who shall be the immediate five past active Presidents. The least recent Past-
11 President shall be the Chairman. The committee shall hear and consider all
12 specific questions of ethics, discipline, professional relationships and the rights
13 and standing of members, whether in relation to other members, this Society or
14 other individuals or organizations. Furthermore, the Judicial Committee shall be
15 the body that puts forth the nomination, if applicable, of the annual Distinguished
16 Service Award.
17
- 18 7.14 THE CRITICAL CARE MEDICINE COMMITTEE shall consist of at least three
19 members, at least one of whom shall have served on the retiring committee. The
20 committee shall be responsible for all matters pertaining to the anesthesiologist's
21 role in Acute Care Medicine, Critical Care Medicine, Pulmonary Medicine and
22 medically related fields. In conjunction with the chairman of this committee, the
23 president of this society shall appoint a liaison to the Florida Society of
24 Respiratory Therapy, Inc., and other associations as deemed necessary.
25
- 26 7.15 THE RESIDENTS COMMITTEE shall consist of up to two (2) resident
27 representatives from each of Florida's anesthesiology residency programs. The
28 responsibilities of the committee shall be to promote and encourage resident
29 awareness of and involvement in all activities of the Society; to effectuate resident
30 participation on FSA standing committees, and to recommend Delegates from the
31 state of Florida to the ASA Resident Component House of Delegates during the
32 ASA Annual Meeting.
33
- 34 7.16 THE EXECUTIVE COMMITTEE shall consist of the President-Elect as Chair,
35 the President, Immediate Past President, Vice President, Secretary, Treasurer, and
36 Assistant Treasurer. Florida's ASA Director will also serve on the Executive
37 Committee as a non-voting member. The functions of the Committee shall
38 include, but not be limited to:
39 a) Review the annual budget
40 b) Review FSA assets
41 c) Review the dues structure
42 d) Review staff compensation or management agreement
43 e) Propose changes relating to the above to the Board of Directors.
44

- 1 7.17 THE PAIN MEDICINE COMMITTEE shall consist of at least three (3) members,
2 at least one (1) of whom shall have served on the Retiring committee. A majority
3 of the committee shall be involved in the practice of pain medicine. The
4 committee's duties shall be to consider matters and recommend policies
5 pertaining to the practice of pain medicine, and to assist members in the practice
6 of pain medicine.
7
- 8 7.18 The PAST PRESIDENTS ADVISORY COUNCIL shall consist of the past
9 presidents of the FSA. The chair shall be the immediate past president. The duties
10 of this committee shall be to serve as a source of information for the present board
11 of directors.
12
- 13 7.19 THE OFFICE BASED ANESTHESIA COMMITTEE shall consist of at least
14 three (3) members. This committee shall monitor standards and staffing of
15 anesthesiology in surgery performed in the office of surgeons or surgical groups.
16 Not included would be situations in hospitals or in surgical centers. This
17 committee would monitor office safety and standards for surgery and anesthesia
18 performed in physician offices, and, with board approval, make recommendations
19 to regulatory authorities regarding office safety and standards of patient care and
20 assist regulatory agencies in data collection and interpretation for office surgery
21 and anesthesia.
22
- 23 7.20 THE AUDIT COMMITTEE shall consist of at least five (5) members of the
24 Board of Directors, of which no more than two (2) members may serve on the
25 Executive Committee. The chair of the audit committee shall be the Treasurer or
26 Assistant Treasurer, in good standing, as appointed by the President and all
27 members shall be independent in order to serve on this committee. The audit
28 committee shall have access to financial expertise, whether in the form of a single
29 individual serving on the committee, or collectively among committee members.
30 The Committee shall have the powers and responsibilities as outlined in the
31 Policies and Procedures of the Society.
32
- 33 7.21 THE OBSTETRIC ANESTHESIA COMMITTEE shall consist of at least three
34 members. Duties of the Committee are to address issues related to obstetric
35 anesthesia including, but not limited to, issues related to patient care and
36 economics.
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CHAPTER 8 - MEDICAL ETHICS

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3 8.01 Members of the Florida Society of Anesthesiologists must adhere to the
4 “Guidelines for the Ethical Practice of Anesthesiology,” as written and
5 periodically amended by the American Society of Anesthesiologists.
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7 **CHAPTER 9 - AMENDMENT OF BYLAWS**
8

9 9.01 These Bylaws may be amended, altered, rescinded or new Bylaws adopted by
10 action of the members at any regular or special session, by a majority vote of the
11 members present, a quorum being present.
12

13 9.02 A copy of the proposed amendment or new Bylaws shall be sent to the members
14 not less than ten days prior to such regular session.
15

16 9.03 These Bylaws may also, at the discretion of the Board of Directors, be amended,
17 altered, rescinded, or new Bylaws adopted. Amendments, alterations, rescinded
18 change(s) or new Bylaws may be adopted by a mail vote of the voting members. If
19 permitted by law and so determined by the Board of Directors the vote of the
20 voting members may be held via electronic communication. For either mail or
21 electronic voting, the following stipulations must be met: members must be
22 provided with a copy of the proposed amendment alteration, rescinded change(s)
23 or new Bylaws; and a date shall be noted which clearly indicates the date the mail
24 or electronic ballots must be received by the society office. The number of
25 members voting on the question must equal to or exceed the number needed for a
26 quorum, and if so the question shall be determined by the majority of those votes.
27

28 **CHAPTER 10 - REFERENDUM**
29

30 10.01 The membership at a regular or special session or the Board of Directors by a two-
31 thirds vote of the Directors present at a meeting at which a quorum is present, may
32 order a general referendum on any question then pending before the meeting or
33 the Board.
34

35 10.02 The question shall be submitted to the voting members of the Society, who may
36 vote by mail or electronic communication as provided for by law or approved by
37 the Board of Directors, and if the members voting in favor of the proposed action
38 comprise a majority of all of the voting members of the Society, then such action
39 shall be authorized to be taken.
40

41 10.03 When submitting the question, the President may fix a time limit within which a
42 member’s vote must be received by the Secretary.
43
44

CHAPTER 11 – RESIGNATION AND REMOVAL FROM OFFICE

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2
3 11.01 Any officer, director or delegate of this Society may resign from office by
4 delivering a written notice of resignation to the office of the Executive Director.
5 Any such resignation need not be accepted to be effective.
6

7 11.02 Any director of this Society may be removed from office, with or without cause,
8 by the vote of a majority of all voting members, which vote shall be taken either at
9 a regular or special session or by written agreement.
10

11 11.03 Any officer of this Society may be removed from office, with or without cause, by
12 a majority vote of the Board of Directors at a meeting at which a quorum is
13 present.
14

15 11.04 Any delegate of this Society may be removed from office, with or without cause,
16 by a two-thirds vote of the membership at a regular or special session at which a
17 quorum is present.
18

19 11.05 A successor for the unexpired term of any director, officer or delegate who has
20 resigned or been removed from office shall be designated in accordance with the
21 Charter, these Bylaws and applicable law.
22

CHAPTER 12 - FUNDS AND EXPENSES

23
24
25 12.01 Funds of this Society shall be raised by an annual per capita assessment on each
26 classification of members other than those exceptions listed in these Bylaws
27 (Section 2.02).
28

29 12.02 The amount of the assessment shall be established by the Board of Directors in the
30 manner provided in Chapter 2 of these Bylaws.
31

32 12.03 Funds may also be derived from voluntary contributions, from bequests, from
33 patents, copyrights, by income from this Society’s publications and in any other
34 manner approved by the Board of Directors.
35
36

CHAPTER 13 - BOARD OF DIRECTORS

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- 13.01 The Board of Directors, which shall be responsible for the management of the affairs of the society, shall be composed of the following:
- a) President
 - b) President Elect
 - c) Immediate Past President
 - d) Vice-President
 - e) Secretary
 - f) Treasurer
 - g) Assistant Treasurer
 - h) The Directors from each Medical District who have been elected in accordance with Chapter 4 hereof
 - i) The ASA Delegates and Alternate Delegates elected pursuant to Chapter 6 hereof
 - j) The Director of ASA Florida District
 - k) The Alternate Director of ASA Florida District
 - l) The Chairs of the FSA Standing Committees as named in 7.01
 - m) The Delegates of the FMA
- 13.02 If an individual is elected to more than one position which is entitled to a vote on the Board of Directors, such individual shall have only one vote on questions before the Board.
- 13.03 Members of the FSA Board of Directors who are permitted to vote on motions or decisions made by the Board are the seven (7) Officers (positions A through G listed above), the District Directors, the chairs of the Standing Committees (with the exception of the Residents Committee) and the ASA Delegates. ASA Alternate Delegates, FMA Delegates and FMA Alternate Delegates are non-voting members of the Board.
- 13.04 The Board of Directors shall meet at the call of the President or upon written request of four members of the Board and shall have authority to act in the interim between regular sessions unless a special session is called, on all business affairs which are not delegated elsewhere by the Charter and Bylaws.
- 13.05 The Board of Directors may take any action not in conflict with former actions of the membership as may be necessary to meet unforeseen situations, exercising the full power of the Society, provided it may not act to bind this Society in any way beyond the next regular session.
- 13.06 The Board of Directors shall make inquiry concerning the practice of Anesthesiology in Florida and have authority to adopt such methods as may be deemed most efficient to improve and increase interest in this practice and shall encourage postgraduate and research work.

- 1
2 13.07 The Board of Directors shall have the power to create Committees from its
3 number and, subject to the requirements of applicable law, to endow them with
4 authority to act in the interim between meetings of the membership and of the
5 Board upon any specific matter which would ordinarily require special meetings
6 of the Directors. These Committees may be augmented by appointment of
7 additional Active members who are not Directors.
8
- 9 13.08 The Board of Directors shall account for and pay all monies received by it to the
10 Treasurer.
11
- 12 13.09 The Board of Directors has the power to inspect and audit the accounts of the
13 Secretary-Treasurer, other officers, the Committees or other officials of this
14 Society at any time and shall see that annual reports are made on all matters
15 pertaining to the finances or expenditures of the Society.
16
- 17 13.10 In the event of a death, resignation or removal from office of any officer, director
18 or delegate of the Society, the Board, pursuant to Article VI of the Charter, may
19 appoint a successor to fill the vacancy until the next Annual Meeting, except as
20 otherwise provided in these Bylaws.
21
- 22 13.11 The Board of Directors shall meet during each regular session and at such other
23 times as meetings are called as herein provided. A majority of the members of the
24 Board shall constitute a quorum. Electronic meetings shall be permissible when it
25 is determined in the best financial interest of the society and as other issues may
26 arise. Technological requirements for electronic meetings shall include the Society
27 hosting the meeting via the internet with audio and visual access for the Board
28 members.
29
- 30 13.12 The Board of Directors may appoint an Executive Director who may be, but need
31 not be, a member, for a term and stipend determined by it to be reasonable after
32 good faith inquiry. The board may also contract with a management company, for
33 a fee determined to be reasonable after good faith inquiry, to provide an Executive
34 Director and other management and administrative staff and services to the
35 Society.
36
- 37 13.13 Such Executive Director and/or management company shall perform such duties
38 of the Secretary and Treasurer as are assigned by the Board of Directors, and such
39 other duties as the Board of Directors may prescribe to the extent of the law.
40
- 41 13.14 Such Executive Director and/or management company shall be bonded in an
42 amount fixed by the Board of Directors, the premium therefore to be paid by the
43 Society.
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CHAPTER 14 - SEAL

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3 14.01 The Society shall have an official seal which at all times shall remain in the
4 custody of the Secretary, or Executive Secretary and/or management company, as
5 determined by the Board of Directors, the design thereof to be fixed by the Board
6 of Directors.

CHAPTER 15 - RULES OF ORDER

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10 15.01 All deliberations of the membership or any group thereof shall be governed by
11 parliamentary procedure contained in the latest edition of Sturgis' Standard Code
12 of Parliamentary Procedure, when not in conflict with applicable Florida law, the
13 Charter these Bylaws or policies and procedures adopted by the Board of
14 Directors. A volunteer parliamentarian should be appointed for each regular and
15 special session.

CHAPTER 16 - AFFILIATION

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19 16.01 This Society is a component society of the American Society of Anesthesiologists,
20 Inc., and is possessed only of those rights and powers conferred on it by the
21 opinion of the American Society of Anesthesiologists, Inc.

22
23 16.02 No rules, regulations or policies adopted by this organization shall be in conflict
24 with those of the American Society of Anesthesiologists, Inc.

CHAPTER 17 - DISTINGUISHED SERVICE AWARD

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26
27
28 17.01 A Distinguished Service Award may be granted annually to an individual who has
29 contributed significantly to anesthesiology in the state of Florida. Nomination for
30 this award will be made by the Judicial Committee and presented to the Board of
31 Directors for ratification at the Spring meeting. The award will be presented at the
32 annual meeting.

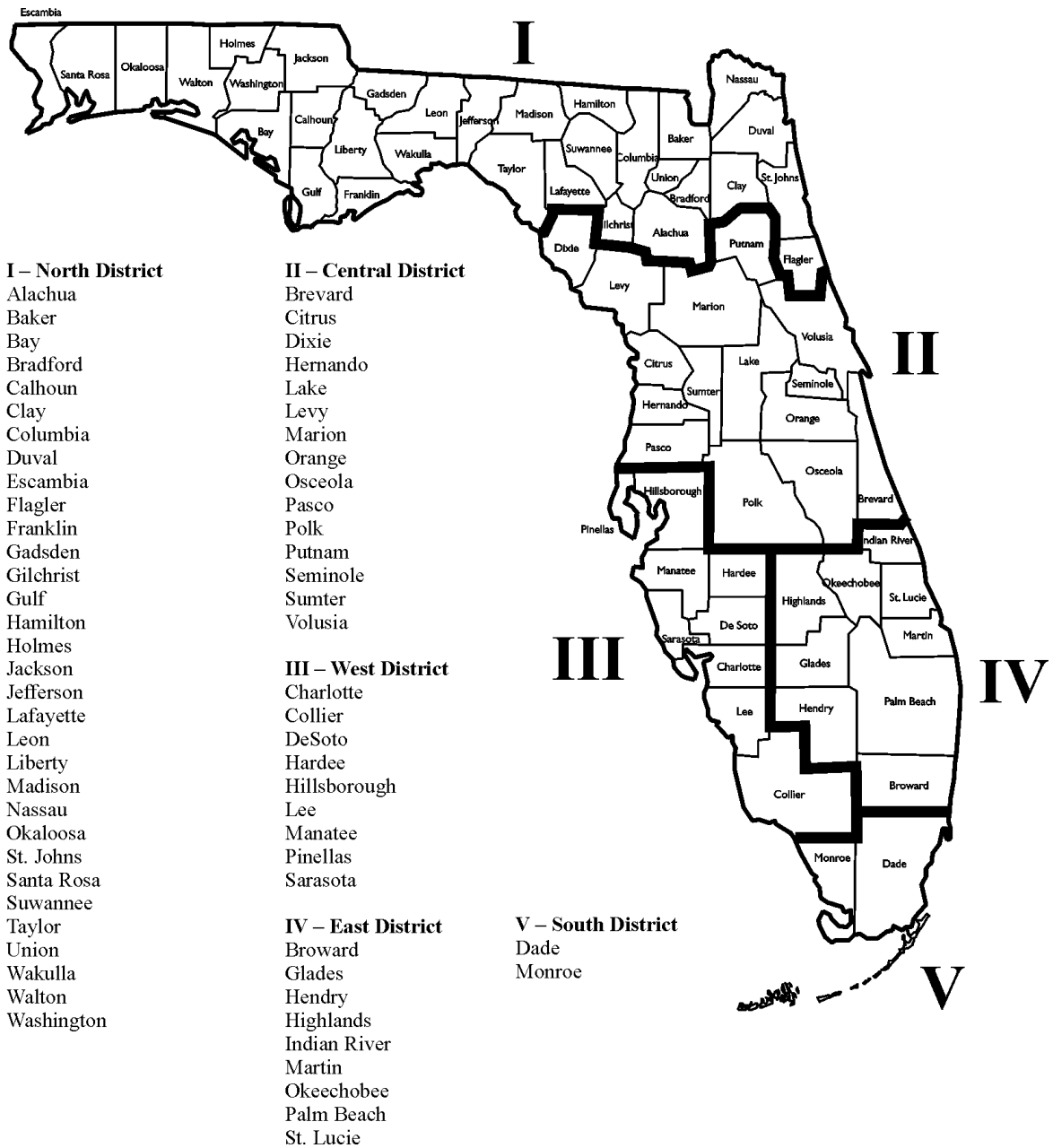
CHAPTER 18 – INDEMNIFICATION/INSURANCE/PERSONAL LIABILITY

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3 18.01 The Society shall, to the extent that such indemnification is covered by insurance
4 purchased by the Society, indemnify any current or former officer, director,
5 delegate, member volunteer, employee and agent of the Society (“Indemnitee”)
6 against any and all expenses and liabilities actually and necessarily incurred by
7 him or her or imposed upon him or her in connection with any claim, action, suit
8 or proceeding to which he or she may be or is made a party (“Action”) by reason
9 of being or having been such officer, director, delegate, member volunteer,
10 employee or agent, except in the event of self-dealing, willful misconduct,
11 recklessness or a knowing violation of criminal law. The indemnification
12 provided herein shall not be deemed exclusive of any other rights to which such
13 officer, director, delegate, member volunteer, employee or agent may be entitled
14 under any statute, agreement or otherwise and shall not restrict the power of the
15 Society to make any indemnification permitted by law. Any Indemnitee hereunder
16 shall be entitled as of right to have his or her expenses in defending any Action
17 paid in advance by the Society prior to final disposition of such Action, provided
18 that the Society receives a written undertaking by or on behalf of the Indemnitee
19 to repay the amount advanced if it should ultimately be determined that the
20 Indemnitee is not entitled to be indemnified for such expenses. In the event of the
21 settlement of any Action, the indemnification provided for herein shall be
22 effective only if the Board of Directors shall approve such settlement and
23 reimbursement as being in the best interest of the Society.
24

25 18.02 The Society may purchase and maintain insurance to protect itself and any person
26 eligible to be indemnified hereunder against any liability or expense asserted
27 against or incurred by such person in connection with any Action, whether or not
28 the Society would have the power to indemnify such person against such liability
29 or expense by law or under the provisions of this Chapter.
30

31 18.03 No officer or director of the Society shall be personally liable for monetary
32 damages for any action taken in the capacity of officer or director unless the
33 officer or director breached or failed to perform the duties of the office and the
34 breach or failure to perform constituted criminal conduct which the officer or
35 director had no reasonable cause to believe was lawful, willful misconduct which
36 personally benefitted the officer or director directly or indirectly, or recklessness
37 or an act or omission committed in bad faith.
38
39

1 **APPENDIX I**
 2 **MEDICAL DISTRICTS (MEMBERSHIP)**
 3 **FOR THE FLORIDA SOCIETY OF ANESTHESIOLOGISTS**
 4



5
6

**FLORIDA SOCIETY OF ANESTHESIOLOGISTS, INC.
FOUNDED 1949, INCORPORATED 1959**

PAST PRESIDENTS

<u>YEAR</u>	<u>PRESIDENT</u>
1949/1950	Colquitt Pearson, M.D.*
1950/1951	Ralph S. Sappenfield, M.D. *
1951/1952	Harold Carron, M.D. *
1952/1953	John T. Stage, M.D. *
1953/1954	Adelbert Schirmer, M.D. *
1954/1955	Gaylord Lewis, M.D.*
1955/1956	Wayland T. Coppedge, Jr., M.D. *
1956/1957	Harry E. Bierley, M.D. *
1957/1958	Stanley H. Axelrod, M.D. *
1958/1959	Breckinridge W. Wing, M.D. *
1959/1960	George C. Austin, M.D. *
1960/1961	Richard S. Hodes, M.D. *
1961/1962	James D. Beeson, M.D. *
1962/1963	George H. Mix, M.D. *
1963/1964	Francis M. Coy, M.D. *
1964/1965	J. Thomas Atkins, M.D. **
1965/1966	J. Gerard Converse, M.D. *
1966/1967	John A. Rush, M.D. *
1967/1968	Henry J. Vomacka, M.D. *
1968/1969	Franklin B. McKechnie, M.D. *
1969/1970	Miguel Figueroa, M.D.
1970/1971	Leo C. Nickell, M.D. **
1971/1972	Norman J. Gengler, M.D. *
1972/1973	Duard Lawrence, M.D. **
1973/1974	Eugene L. Nagel, M.D.
1974	George T. Edwards, M.D.
1974/1975	Arthur J. Stevenson, M.D.
1975/1976	George T. Edwards, M.D.
1976/1977	Warren H. Rossway, M.D. *
1977/1978	John C. Kruse, M.D.
1978/1979	Shirley A. Graves, M.D.
1979/1980	Sheldon D. Munach, M.D. *
1980/1981	John K. Petrakis, M.D. *
1981/1982	John L. Weare, M.D.
1982/1983	J. D. Moore, M.D.
1983/1984	Larry P. Garrett, M.D.
1984/1985	Charles P. Gibbs, M.D.
1985/1986	Richard H. Ciordia, M.D.

1	1986/1988	Charles A. Kottmeier, M.D.
2	1988/1989	Jerome H. Modell, M.D.
3	1989/1990	Richard J. Beebe, M.D.
4	1990/1991	Lawrence S. Berman, M.D.
5	1991/1992	Robert A. Guskiewicz, M.D.
6	1992/1993	James A. Nimocks, M.D.
7	1993/1994	Mark M. Vogelhut, M.D.
8	1994/1995	John B. Downs, M.D.
9	1995/1996	Jerry A. Cohen, M.D.
10	1996/1997	B. Wayne Ashmore, M.D.
11	1997/1999	Monte Lichtiger, M.D.
12	1999/2000	David C. Mackey, M.D.
13	2000/2001	David N. Thrush, M.D.
14	2001/2002	Don E. Sokolik, M.D.
15	2002/2003	James J. Jacque, M.D.
16	2003/2004	Lawrence S. Gorfine, M.D.
17	2004/2005	Rebecca H. Welch, M.D.
18	2005/2006	Dale Wickstrom-Hill, M.D.
19	2006/2007	Rafael V. Miguel, M.D.
20	2007/2008	Kurt W. Markgraf, M.D.
21	2008/2009	David G. Whalley, M.D.
22	2009/2010	Michael C. Lewis, M.D.
23	2010/2011	Sonya Pease, M.D.
24	2011/2012	David Varlotta, DO
25	2012/2013	Charles J. Chase, DO
26	2013/2014	Jay H. Epstein, MD
27	2014-2015	Jeffrey S. Jacobs, MD, MBA
28	2015-2016	Jonathan H. Slonin, MD, MBA
29	2016-2017	Steven Gayer, MD MBA

30

31 **deceased* ***status unknown*

32 *Note: Kottmeier's and Lichtiger's terms covered 3 years because of the changes in time of the annual meetings, so*
 33 *that they each had about 1 ½ years in office. The short term of George Edwards in 1974 was because Gene Nagel*
 34 *left the state to assume the Chairmanship at Harbor General Hospital in Los Angeles and therefore could not serve*
 35 *out their complete term.*

36

**FLORIDA SOCIETY OF ANESTHESIOLOGISTS, INC.
FOUNDED 1949, INCORPORATED 1959**

DISTINGUISHED SERVICE AWARD RECIPIENTS

<u>YEAR</u>	<u>RECIPIENT</u>
1995 <i>(inaugural year)</i>	James D. Beeson, M.D.
1996	Richard S. Hodes, M.D.
1997	Franklin B. McKechnie, M.D. *
1998	Jerome H. Modell, M.D.
1999	Eugene L. Nagel, M.D.
2000	Jimmie D. Moore, M.D.
2001	Sheldon D. Munach, M.D. *
2002	Miguel Figueroa, M.D.
2003	Lawrence S. Berman, M.D.
2004	David C. Mackey, M.D.
2005	Don Sokolik, M.D.
2006	George T. Edwards, M.D.
2007	John B. Downs, M.D.
2008	James J. Jacque, M.D.
2009	Jerry Cohen, M.D.
2010	Shirley Graves, M.D.
2011	Charles Kottmeier, M.D.
2012	(not awarded)
2013	Rafael Miguel, MD
2014	Kurt Markgraf, MD
2015	Michael C. Lewis, MD
2016	Gilbert Drozdow, MD MBA
2017	Rebecca Welch, MD
<i>*deceased</i>	