

1 **FLORIDA SOCIETY OF ANESTHESIOLOGISTS BYLAWS**

2

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**BYLAWS OF THE  
FLORIDA SOCIETY OF ANESTHESIOLOGISTS, INCORPORATED**

**CHAPTER 1 - MEMBERS**

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1.01 The categories of membership in this Society are Active, Affiliate, Resident/Fellow, Retired, Life, Honorary, Educational, Educational Student, Medical Student, Anesthesiologist Assistant, Student Anesthesiologist Assistant, Educational Student and Anesthesia Administrator & Executive Member.

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

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

1.03 AFFILIATE MEMBER: Doctors of Medicine who have some interest in anesthesiology and related subjects but who do not meet the requirements in Section 1.02, or scientists who are not physicians but are interested in Anesthesiology.

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

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

- 1 Office of the Executive Director and shall thereupon be reinstated as active  
2 members.
- 3
- 4 1.06 LIFE MEMBER: Past Presidents of the American Society of Anesthesiologists who  
5 reside in the State of Florida.
- 6
- 7 1.07 HONORARY MEMBER: Doctors of Medicine who have rendered years of faithful  
8 service to this Society or who have attained exceptional eminence in  
9 Anesthesiology or related subjects. Nominations for Honorary membership shall  
10 be endorsed by two members of the Board of Directors. The Board of Directors  
11 shall approve all nominations by a majority vote of the eligible voting board  
12 members.
- 13
- 14 1.08 EDUCATIONAL MEMBER: A non-physician provider of anesthesia care including  
15 but not limited to Advance Practice Nurse, Dentist (DDS), Nurse Anesthetist  
16 (NA), Physician Assistant, Veterinarian (DVM).
- 17
- 18 1.09 EDUCATIONAL STUDENT MEMBER: An Educational Student member shall be  
19 either an Anesthesiologist Assistant student or a Nurse Anesthetist student.
- 20
- 21 1.10 MEDICAL STUDENT MEMBER: A Medical Student member shall be an individual  
22 in full-time training at an approved U.S. or international medical school.
- 23
- 24 1.11 ANESTHESIOLOGIST ASSISTANT MEMBER: An Anesthesiologist Assistant  
25 member shall be an anesthesiologist assistant who is a Fellow member in good  
26 standing of the American Academy of Anesthesiologist Assistants (AAAA).
- 27
- 28 1.12 STUDENT ANESTHESIOLOGIST ASSISTANT MEMBER: A student anesthesiologist  
29 assistant member shall be an individual in full time training in an Anesthesiologist  
30 Assistant program.
- 31
- 32 1.13 EDUCATIONAL STUDENT MEMBER: An educational student member shall be an  
33 anesthesia care team provider trainee who is not a physician or anesthesiologist  
34 assistant trainee.
- 35
- 36 1.14 ANESTHESIA ADMINISTRATOR AND EXECUTIVE MEMBERS: An anesthesia  
37 administrator or executive member shall be an anesthesia administrator or executive  
38 (AAE) who is employed by an anesthesia group, institution, or company comprised of  
39 ASA Active members.
- 40
- 41 1.15 Affiliate, Resident/Fellow, Retired, Life, Honorary, Educational, Educational  
42 Student, Medical Student, Anesthesiologist Assistant, Student Anesthesiologist  
43 Assistant, Educational Student and Anesthesia Administrator & Executive Member  
44 members shall be entitled to participate in all functions of the Society, except  
45 they shall not have a vote.
- 46

- 1 1.16 Active and Resident/Fellow members are required to maintain membership in the  
2 American Society of Anesthesiologists and any member who fails to comply with  
3 this provision shall be dropped from membership in the Society.  
4
- 5 1.17 Any member may resign from membership in the Society at any time by  
6 delivering written notice of such resignation to the office of the Executive  
7 Director. Resignation from membership shall not relieve the member from  
8 obligations due and owing to the Society at the time of resignation. Members will  
9 be advised that resignation in FSA also determines resignation from ASA, per  
10 bylaws requirements. FSA will notify ASA of resignation. Members may reactivate  
11 their membership by paying all dues owed to FSA and ASA if rectified within the  
12 time frame specified by ASA bylaws.  
13
- 14 1.18 Any member whose membership has been revoked by the ASA for any reason  
15 will automatically and immediately have said membership revoked by the FSA.  
16 Exceptions for Honorary Membership will be made on a case-by-case basis as per  
17 1.07.  
18

## 19 **CHAPTER 2 - ASSESSMENTS**

- 20
- 21 2.01 The amount of the annual assessment for members shall be determined by the  
22 Board of Directors after consideration of the annual budget for the next year and  
23 shall be announced to the membership not less than one month before the due  
24 date of the assessment.  
25
- 26 2.02 Honorary, Life, and Retired members who are members in this category before  
27 October 1, 1984, shall be exempt from annual dues and assessments.  
28
- 29 2.03 Annual assessments shall be due and payable on January 1 of each year. A  
30 member shall be deemed delinquent if the dues are unpaid by March 31. After  
31 notification, and if delinquent on May 1, all member benefits shall be suspended  
32 until dues for the current year have been paid.  
33
- 34 2.04 Active members on duty with the U. S. Armed Forces shall have assessments  
35 suspended for the duration of such service.  
36
- 37 2.05 The Board of Directors may, during unusual circumstances, such as illness or  
38 extreme hardship, suspend assessments of any member, subject to annual  
39 review.  
40

## 41 **CHAPTER 3 - REGULAR AND SPECIAL SESSIONS**

- 42
- 43 3.01 The Society shall hold one or more educational sessions each year.  
44
- 45 3.02 The regular annual session shall be held at a time and place as selected by the  
46 FSA Program Committee and approved by the Executive Committee, such  
47 selection to be made at least two years in advance of the date of the session.  
48

- 1 3.03 The regular annual session shall be known as the Annual Meeting of the Society  
2 and shall include both a scientific program, provided by the FSA Program  
3 Committee, and at least one business meeting to transact any and all business  
4 that shall come before the members.  
5
- 6 3.04 Twenty Active members shall constitute a quorum for a business meeting at a  
7 regular or special session. Each voting member shall be entitled to one vote on  
8 all matters brought to a vote of the members.  
9
- 10 3.05 It shall be the duty of the Secretary to screen the membership so that non-  
11 voting members shall not be included in determining whether or not there is a  
12 quorum, nor be allowed to vote.  
13
- 14 3.06 Special sessions may be called by the President or the Board of Directors and  
15 must be called by the President within thirty (30) days upon request by signed  
16 petitions from 10% of the Active Members of the Society.  
17
- 18 3.07 Special and regular sessions shall be held at the time and place fixed by the  
19 Board of Directors. Electronic meetings shall be permissible when it is  
20 determined in the best financial interest of the society and as other issues may  
21 arise. Technological requirements for electronic meetings shall include the  
22 Society hosting the meeting via the internet with audio and visual access for the  
23 members.  
24
- 25 3.08 Notice of special sessions and the subject or subjects to be presented and the  
26 business to be transacted shall be forwarded to each member at least two weeks  
27 prior to the proposed special session.  
28

#### 29 **CHAPTER 4 – DISTRICT DIRECTORS**

- 30
- 31 4.01 The Florida Society of Anesthesiologists, Inc. will be composed of five (5)  
32 districts. They will be designated as the North, Central, East, West and South  
33 District.  
34
- 35 4.02 A map showing the counties comprising each District is added as Appendix I to  
36 these Bylaws.  
37
- 38 4.03 Each District shall elect three (3) directors from said District. These will be known  
39 as District Directors.  
40
- 41 4.04 All District Directors shall have been a voting member of this Society prior to  
42 election and shall practice in the elective District.  
43
- 44 4.05 The term of office of each District Director shall be for three (3) years beginning  
45 immediately after the adjournment of the regular annual meeting. Initial  
46 elections for District Director may be staggered terms in order to assure that  
47 approximately one-third (1/3) of the District Directors shall be elected each year.  
48

- 1 4.06 Nominations for District Director shall be made at the Annual meeting by voting  
2 members or as presented by the Board of Directors.  
3
- 4 4.07 Should only one nomination for a District Director position be received, such  
5 nomination shall be equivalent to election.  
6
- 7 4.08 The election of District Directors will be made at the Annual Meeting by a  
8 majority of the members voting.  
9
- 10 4.09 The Secretary of this Society shall certify the election.  
11
- 12 4.10 Vacancies in the office of District Director shall be filled by the Board of  
13 Directors, pursuant to Section 617.0809(2) of the Florida statute which provides  
14 that, when the Board fills a vacancy on the Board of Directors, the person so  
15 appointed serves out the unexpired term of his or her predecessor in office.  
16
- 17 **CHAPTER 5 - ELECTION OF OFFICERS AND THEIR DUTIES**  
18
- 19 5.01 The officers shall be elected at the Annual Meeting as provided for in these  
20 Bylaws. In the event that the Board of Directors determines that it is in the best  
21 interest of the society to hold an election during a regular or special session via  
22 an electronic meeting, the election communication and balloting may be held via  
23 any acceptable form of verifiable communication as approved by the Board of  
24 Directors and permissible by law.  
25
- 26 5.02 Nominations for offices shall be made from the floor by a voting member or as  
27 presented by the Board of Directors. Nominees for officer positions must have  
28 been voting members of the Society for at least one year.  
29
- 30 5.03 Election of officers and other officials shall be by direct secret ballot unless a  
31 single candidate is nominated, whereupon a vote may be taken by voice.  
32
- 33 5.04 The majority of votes cast shall be necessary to elect Officers, ASA Director and  
34 Alternate Director, ASA Delegates, FMA Delegates, and Directors. Plurality may  
35 be used to elect ASA Alternate Delegates and FMA Alternate Delegates as  
36 described in the Policies and Procedures.  
37
- 38 5.05 The term of the President, President Elect, Vice-President, Secretary, Treasurer,  
39 Assistant Treasurer, and Immediate Past President shall be for one year and take  
40 effect at the conclusion of the meeting at which the elections occurred. The  
41 terms of office of the ASA Director and Alternate Director from Florida shall be  
42 for three years and take effect at the conclusion of the next ASA annual meeting.  
43
- 44 5.06 The President shall counsel with all other officers, delegates, committee  
45 members and members toward the best interest of the public and of this Society;  
46 shall attempt to further the aims and objectives of the Society to the fullest  
47 extent; and shall perform such other services as custom, necessity and  
48 parliamentary usage require. In the event of the death, resignation or removal

1 from office of the President, the President-Elect shall forthwith succeed to the  
2 office of the President for the remainder of the term of the current President.  
3 The President-Elect will then also serve the anticipated term as President.  
4

5 5.07 The President-Elect shall, upon expiration of the term of the President,  
6 automatically succeed to the office of President. In the event of the death,  
7 resignation or removal from the office of President-Elect, the office shall remain  
8 vacant until the next regular session, at which time the membership shall elect a  
9 president to serve for the presidential term which such President-Elect would  
10 have served.  
11

12 5.08 The Vice-President shall assist the President and President-Elect in the  
13 performance of their duties as they may be requested to do so and shall  
14 represent the President when requested at any meeting of the Society or  
15 Committees or at any other functions.  
16

17 5.09 The Secretary shall act as the Corporate Secretary insofar as the execution or  
18 authentication of official documents or the institution of official actions are  
19 required as well as carry out all other duties as outlined in the Policies and  
20 Procedures of the Society.  
21

22 5.10 The Treasurer shall be the custodian of, or supervise the person with custody of,  
23 all monies, securities, valuable papers, books and records of the Society, as well  
24 as carry out all other duties as outlined in the Policies and Procedures of the  
25 Society.  
26

27 5.11 The Assistant Treasurer shall assist the Treasurer in all the duties of the  
28 Treasurer and keep current in the duties of that office as outlined in the Policies  
29 & Procedures of the Society.  
30

31 5.12 The Secretary, Treasurer, Assistant Treasurer, and the President shall be bonded  
32 at the expense of the Society in such amount as the Board of Directors deem  
33 necessary.  
34

35 5.13 In the event that the office of President is vacated prematurely, the President  
36 Elect shall assume the role of President. The ASA Alternate Director from Florida  
37 shall assume the role of ASA Director should that office be prematurely vacant. A  
38 vacancy in the ASA Alternate Director position will be filled by appointment from  
39 the Executive Committee until the next Annual Business meeting at which time a  
40 candidate shall be elected to fulfill the remainder of the term. All other vacancies  
41 will remain open until an election at the next Annual Business meeting.  
42

## 43 **CHAPTER 6 - ASA AND FMA DELEGATES AND ALTERNATES**

44

45 6.01 The term of office of Delegates to the American Society of Anesthesiologists and  
46 Delegates to the Florida Medical Association shall be for three years and  
47 commence immediately. Initial elections for Delegates may be staggered terms  
48 in order to assure that approximately one-third (1/3) of the Delegates shall be

1 elected each year. The terms for ASA Alternate Delegates, and FMA Alternate  
2 Delegates are for one year and shall commence immediately.  
3

4 6.02 Each ASA Delegate and Alternate Delegate shall have been a voting member of  
5 this Society for at least one year prior to election to office. Delegates and  
6 Alternate Delegates to the FMA need not be voting members for at least one  
7 year, but they must be members of the FMA.  
8

9 6.03 Each District, as defined in Appendix I, will be entitled to at least one Delegate.  
10

11 6.03 The ASA FL Alternate Director will occupy the first ASA Delegate position.  
12

13 6.04 The election of Delegates will be made at the Annual Meeting by a majority of  
14 the members voting.  
15

16 6.05 The number of delegates and alternate delegates elected by the Society to the  
17 House of Delegates of the American Society of Anesthesiologists shall be in the  
18 manner provided and required by that Society and the powers and duties of such  
19 delegates or alternate delegates shall be as therein defined.  
20

21 6.06 In the event a delegate is unable to attend a meeting or session of the House of  
22 Delegates of the American Society of Anesthesiologists any elected Alternate  
23 shall be eligible to serve in this position during that meeting or session, provided  
24 that such is permissible under applicable ASA policy.  
25

26 6.07 Delegates are charged and alternates are expected to attend each meeting of  
27 the House of Delegates of the American Society of Anesthesiologists and any  
28 caucuses or other scheduled meetings.  
29

30 6.08 In the event of the death, resignation or removal of a delegate from office, the  
31 Board of Directors, pursuant to 13.09, may appoint one of the Alternate  
32 Delegates to serve as Delegate, as specified in 6.05 and 6.06. The alternate  
33 delegate shall assume the duties of office until the next Annual Meeting, when a  
34 new delegate shall be elected to complete the original term. An Alternate  
35 Delegate seat that becomes open for any reason during the term will not be  
36 filled until the next annual business meeting.  
37  
38  
39

## 40 **CHAPTER 7 - COMMITTEES**

41  
42 7.01 The standing committees of this Corporation shall be as follows:  
43

- 44 a) Charter, Bylaws and Rules Committee
- 45 b) Economics Committee
- 46 c) Program Committee
- 47 d) Communications Committee
- 48 e) Membership Committee



- 1 f) Legislative Affairs Committee  
 2 g) Nominations Committee  
 3 h) Judicial Committee  
 4 i) Critical Care Medicine Committee  
 5 j) Residents Committee  
 6 k) Executive Committee  
 7 l) Pain Medicine Committee  
 8 m) Past Presidents' Advisory Council  
 9 n) Office Based Anesthesia Committee  
 10 o) Audit Committee  
 11 p) Obstetric Anesthesia Committee  
 12 q) Transplant Committee  
 13 r) Professional Diversity Committee  
 14
- 15 7.02 A quorum shall consist of one more than 50% of the standing members of the  
 16 committee, excluding *ex-officio* members.  
 17
- 18 7.02 The President, except as otherwise provided herein may appoint a Chair and  
 19 members of ad hoc Committees to serve during that President's term of office.  
 20 The Chair of each Standing Committee listed in 7.01, with the exception of the  
 21 Executive Committee and Residents Committee, shall be a voting member of the  
 22 Board of Directors.  
 23
- 24 7.03 Each Committee shall submit an annual report via electronic communication to  
 25 the Executive Director not later than thirty days before each regular session and  
 26 shall submit such other reports as the Directors require. Failure to submit a  
 27 written report will result in requirement of a verbal report at the regular session.  
 28 If no report is deemed necessary by the committee chairperson, said chairperson  
 29 should notify the Secretary and Executive Director that no report will be  
 30 submitted.  
 31
- 32 7.04 No functions outside of those authorized by the Charter, the Bylaws, or the  
 33 Policies and Procedures may be undertaken by any Committee without the  
 34 approval of the Board of Directors.  
 35
- 36 7.05 Expenditures by Committees may be anticipated and included in the annual  
 37 budget for presentation to and approval by the Society or the Board of Directors.  
 38 Statements for the approved expenditures shall be certified by the Chairs of the  
 39 various committees and forwarded to the Secretary-Treasurer for payment.  
 40
- 41 7.06 THE CHARTER, BYLAWS AND RULES COMMITTEE shall consist of at least three  
 42 (3) members, at least one of whom is an FSA Past-President. Its duties shall be  
 43 to consider matters pertaining to the Charter, Bylaws and Rules and to make  
 44 recommendations to further the work of the Society.  
 45
- 46 7.07 THE ECONOMICS COMMITTEE shall consist of at least (3) three members, at  
 47 least one of whom shall have served on the retiring committee. Its duties shall  
 48 be to investigate matters affecting the economic status of the practice of

- 1 Anesthesiology, making such recommendation as it shall deem fit. Under the  
2 direction of the Board of Directors and in cooperation with the Legislative  
3 Committee, it shall represent this Society in aiding the membership to secure and  
4 enforce legislation and regulatory rulings in the interest of the specialty of  
5 Anesthesiology.  
6
- 7 7.08 THE PROGRAM COMMITTEE shall consist of at least six (6) members, at least  
8 one of whom shall have served on the retiring committee. This Committee shall  
9 facilitate the selection of meeting sites and dates and will plan, prepare and  
10 secure all scientific and educational programs and make arrangements for all  
11 meetings of the Society. The Committee shall, at an appropriate time prior to  
12 each session, furnish the President and Secretary with a program showing  
13 arrangements and the order in which papers, discussions and business matters  
14 are to be presented. The President and the Chairperson of the Program  
15 Committee shall appoint sub-committees as needed.  
16
- 17 7.09 THE COMMUNICATIONS COMMITTEE shall consist of at least three (3) members,  
18 at least one of whom shall have served on the retiring committee. Duties of the  
19 Committee shall encompass all matters relating to the improvement of the  
20 practice of Anesthesiology in the eyes of organized medicine and the public at  
21 large. This committee will also oversee all Society interaction with electronic  
22 media, including, but not limited to, social media. Their responsibility shall be to  
23 maintain the website of the society and monitor the interaction of our website  
24 and related social media outlets.  
25
- 26 7.10 THE MEMBERSHIP COMMITTEE shall consist of at least five (5) members. All  
27 District Directors shall be members of the Membership Committee. The  
28 Committee shall make investigations concerning applicants for the categories of  
29 membership and shall encourage qualified members of the medical profession to  
30 apply for membership. It shall approve the credentials of members who shall  
31 desire to register at regular sessions.  
32
- 33 7.11 THE LEGISLATIVE AFFAIRS COMMITTEE shall consist of at least (3) three  
34 members, at least one of whom shall have served on the retiring committee. This  
35 Committee shall be knowledgeable of all legislative, regulatory and court actions  
36 affecting Anesthesiology which may emanate from Federal, State or County  
37 governments, and also from actions of AMA and FMA. The Committee shall also  
38 represent this Society in aiding the membership to secure and enforce legislation  
39 and rulings in interest of the specialty of Anesthesiology.  
40
- 41 7.12 THE NOMINATIONS COMMITTEE shall consist of Immediate Past President as  
42 Chair, President, President Elect and two board members at large. The  
43 committee shall develop recommendations for candidates for positions coming  
44 open due to terms that are expiring. Recommendations will be submitted to the  
45 board of directors who will then vote to approve the proposed slate of  
46 candidates. The approved slate will then be forwarded to the membership for  
47 review no later than 30 days prior to the election held during the regular session  
48 (annual meeting).

- 1  
2 7.13 THE JUDICIAL COMMITTEE shall consist of a Chair and four members who shall  
3 be the immediate five past active Presidents. The least recent Past-President  
4 shall be the Chair. The committee shall hear and consider all specific questions of  
5 ethics, discipline, professional relationships and the rights and standing of  
6 members, whether in relation to other members, this Society or other individuals  
7 or organizations. Furthermore, the Judicial Committee shall be the body that puts  
8 forth the nomination, if applicable, of the annual Distinguished Service Award.  
9
- 10 7.14 THE CRITICAL CARE MEDICINE COMMITTEE shall consist of at least three (3)  
11 members, at least one of whom shall have served on the retiring committee. The  
12 committee shall be responsible for all matters pertaining to the anesthesiologist's  
13 role in Acute Care Medicine, Critical Care Medicine, Pulmonary Medicine and  
14 medically related fields. In conjunction with the Chair of this committee, the  
15 president of this society shall appoint a liaison to the Florida Society of  
16 Respiratory Therapy, Inc., and other associations as deemed necessary.  
17
- 18 7.15 THE RESIDENTS COMMITTEE shall consist of up to two (2) resident  
19 representatives from each of Florida's anesthesiology residency programs. The  
20 responsibilities of the committee shall be to promote and encourage resident  
21 awareness of and involvement in all activities of the Society; to effectuate  
22 resident participation on FSA standing committees, and to recommend Delegates  
23 from the state of Florida to the ASA Resident Component House of Delegates  
24 during the ASA Annual Meeting.  
25  
26
- 27 7.16 THE EXECUTIVE COMMITTEE shall consist of the President-Elect as Chair, the  
28 President, Immediate Past President, Vice President, Secretary, Treasurer, and  
29 Assistant Treasurer. Florida's ASA Director will also serve on the Executive  
30 Committee as a non-voting member. A quorum consists of four (4) voting  
31 members. The functions of the Committee shall include, but not be limited to:  
32 a) Review the annual budget  
33 b) Review FSA assets  
34 c) Review the dues structure  
35 d) Review staff compensation and/or management agreement  
36 e) Propose changes relating to the above to the Board of Directors.  
37
- 38 7.17 THE PAIN MEDICINE COMMITTEE shall consist of at least three (3) members, at  
39 least one of whom shall have served on the Retiring committee. A majority of the  
40 committee shall be involved in the practice of pain medicine. The committee's  
41 duties shall be to consider matters and recommend policies pertaining to the  
42 practice of pain medicine, and to assist members in the practice of pain  
43 medicine.  
44
- 45 7.18 THE PAST PRESIDENTS ADVISORY COUNCIL shall consist of the past presidents  
46 of the FSA. The chair shall be the immediate past president. The duties of this  
47 committee shall be to serve as a source of information for the present board of  
48 directors.

- 1  
2 7.19 THE OFFICE BASED ANESTHESIA COMMITTEE shall consist of at least three (3)  
3 members. This committee shall monitor standards and staffing of anesthesiology  
4 in surgery performed in the office of surgeons or surgical groups. Not included  
5 would be situations in hospitals or in surgical centers. This committee would  
6 monitor office safety and standards for surgery and anesthesia performed in  
7 physician offices, and, with board approval, make recommendations to  
8 regulatory authorities regarding office safety and standards of patient care and  
9 assist regulatory agencies in data collection and interpretation for office surgery  
10 and anesthesia.  
11
- 12 7.20 THE AUDIT COMMITTEE shall consist of at least five (5) members of the Board  
13 of Directors, of which no more than two (2) members may serve on the  
14 Executive Committee. The chair of the audit committee shall be the Treasurer or  
15 Assistant Treasurer, in good standing, as appointed by the President and all  
16 members shall be independent in order to serve on this committee. The audit  
17 committee shall have access to financial expertise, whether in the form of a  
18 single individual serving on the committee, or collectively among committee  
19 members. The Committee shall have the powers and responsibilities as outlined  
20 in the Policies and Procedures of the Society.  
21
- 22 7.21 THE OBSTETRIC ANESTHESIA COMMITTEE shall consist of at least three (3)  
23 members. Duties of the Committee are to address issues related to obstetric  
24 anesthesia including, but not limited to, issues related to patient care and  
25 economics.  
26
- 27 7.22 THE TRANSPLANT COMMITTEE shall consist of at least three (3) members, all of  
28 whom actively practice transplant anesthesia. The committee shall be responsible  
29 for all matters pertaining to the anesthesiologist's role in transplant anesthesia  
30 and medically related fields.  
31
- 32 7.23 THE PROFESSIONAL DIVERSITY COMMITTEE "The Committee shall consist of at  
33 least three (3) members. The duties of the committee shall be to continually  
34 evaluate and promote diversity and inclusivity within the Society and its  
35 leadership."  
36

## 37 **CHAPTER 8 - MEDICAL ETHICS**

- 38
- 39 8.01 Members of the Florida Society of Anesthesiologists must adhere to the  
40 "Guidelines for the Ethical Practice of Anesthesiology," as written and periodically  
41 amended by the American Society of Anesthesiologists.  
42

## 43 **CHAPTER 9 - AMENDMENT OF BYLAWS**

- 44
- 45 9.01 These Bylaws may be amended, altered, rescinded or new Bylaws adopted by  
46 action of the members at any regular or special session, by a majority vote of the  
47 members present, provided a quorum is present.  
48

1 9.02 A copy of the proposed amendment or new Bylaws shall be sent to the members  
 2 not less than ten days prior to such regular session.

3  
 4 9.03 These Bylaws may also, at the discretion of the Board of Directors, be amended,  
 5 altered, rescinded, or new Bylaws adopted. Amendments, alterations, rescinded  
 6 change(s) or new Bylaws may be adopted by a mail vote of the voting members.  
 7 If permitted by law and so determined by the Board of Directors the vote of the  
 8 voting members may be held via electronic communication. For either mail or  
 9 electronic voting, the following stipulations must be met: members must be  
 10 provided with a copy of the proposed amendment alteration, rescinded  
 11 change(s) or new Bylaws; and a date shall be noted which clearly indicates the  
 12 date the mail or electronic ballots must be received by the society office. The  
 13 number of members voting on the question must equal to or exceed the number  
 14 needed for a quorum, and if so the question shall be determined by the majority  
 15 of those votes.

16  
 17 **CHAPTER 10 - REFERENDUM**

18  
 19 10.01 The membership at a regular or special session or the Board of Directors by a  
 20 two-thirds vote of the Directors present at a meeting at which a quorum is  
 21 present, may order a general referendum on any question then pending before  
 22 the meeting or the Board.

23  
 24 10.02 The question shall be submitted to the voting members of the Society, who may  
 25 vote by mail or electronic communication as provided for by law or approved by  
 26 the Board of Directors, and if the members voting in favor of the proposed action  
 27 comprise a majority of all of the voting members of the Society, then such action  
 28 shall be authorized to be taken.

29  
 30 10.03 When submitting the question, the President may fix a reasonable time limit  
 31 within which a member’s vote must be received by the Secretary.

32  
 33 **CHAPTER 11 – RESIGNATION AND REMOVAL FROM OFFICE**

34  
 35 11.01 Any officer, director or delegate of this Society may resign from office by  
 36 delivering a written notice of resignation to the office of the Executive Director.  
 37 Any such resignation need not be accepted to be effective.

38  
 39 11.02 Any director of this Society may be removed from office, with or without cause,  
 40 by the vote of a majority of all voting members, which vote shall be taken either  
 41 at a regular or special session or by written agreement.

42  
 43 11.03 Any officer of this Society may be removed from office, with or without cause, by  
 44 a majority vote of the Board of Directors at a meeting at which a quorum is  
 45 present.

46

- 1 11.04 Any Delegate of this Society may be removed from office, with or without cause,  
2 by a majority vote of the Board of Directors at a meeting at which a quorum is  
3 present.  
4
- 5 11.05 A successor for the unexpired term of any director, officer or delegate who has  
6 resigned or been removed from office shall be designated in accordance with the  
7 Charter, these Bylaws and applicable law.  
8

## 9 **CHAPTER 12 - FUNDS AND EXPENSES**

- 10
- 11 12.01 Funds of this Society shall be raised by an annual per capita assessment on each  
12 classification of members other than those exceptions listed in these Bylaws  
13 (Section 2.02).  
14
- 15 12.02 The amount of the assessment shall be established by the Board of Directors in  
16 the manner provided in Chapter 2 of these Bylaws.  
17
- 18 12.03 Funds may also be derived from voluntary contributions, from bequests, from  
19 patents, copyrights, by income from this Society's publications and in any other  
20 manner approved by the Board of Directors.  
21

## 22 **CHAPTER 13 - BOARD OF DIRECTORS**

- 23
- 24 13.01 The Board of Directors, which shall be responsible for the management of the  
25 affairs of the society, shall be composed of the following:  
26 a) President  
27 b) President Elect  
28 c) Immediate Past President  
29 d) Vice-President  
30 e) Secretary  
31 f) Treasurer  
32 g) Assistant Treasurer  
33 h) Directors, ASA Delegates and Alternate Delegates  
34 i) ASA Director from Florida  
35 j) ASA Alternate Director from Florida  
36 k) Chairs of the FSA Standing Committees  
37 l) FMA Delegates and Alternate Delegates  
38
- 39 13.02 A quorum of the Board of Directors shall be 30% of the total board members.  
40
- 41 13.02 If an individual is elected to more than one position which is entitled to a vote on  
42 the Board of Directors, such individual shall have only one vote on questions  
43 before the Board.  
44
- 45 13.03 All members of the FSA Board of Directors are permitted to vote on motions or  
46 decisions made by the Board provided they are Active members.  
47

- 1 13.04 The Board of Directors shall meet at the call of the President or upon written  
2 request of four members of the Board and shall have authority to act in the  
3 interim between regular sessions unless a special session is called, on all  
4 business affairs which are not delegated elsewhere by the Charter and Bylaws.  
5
- 6 13.05 The Board of Directors may take any action not in conflict with former actions of  
7 the membership as may be necessary to meet unforeseen situations, exercising  
8 the full power of the Society, provided it may not act to bind this Society in any  
9 way beyond the next regular session.  
10
- 11 13.06 The Board of Directors shall make inquiry concerning the practice of  
12 Anesthesiology in Florida and have authority to adopt such methods as may be  
13 deemed most efficient to improve and increase interest in this practice and shall  
14 encourage postgraduate and research work.  
15
- 16 13.07 The Board of Directors shall have the power to create Committees from its  
17 number and, subject to the requirements of applicable law, to endow them with  
18 authority to act in the interim between meetings of the membership and of the  
19 Board upon any specific matter which would ordinarily require special meetings  
20 of the Directors. These Committees may be augmented by appointment of  
21 additional Active members who are not Directors.  
22
- 23 13.08 The Board of Directors shall account for and pay all monies received by it to the  
24 Treasurer.  
25
- 26 13.09 The Board of Directors has the power to inspect and audit the accounts of the  
27 Secretary-Treasurer, other officers, the Committees or other officials of this  
28 Society at any time and shall see that annual reports are made on all matters  
29 pertaining to the finances or expenditures of the Society.  
30
- 31 13.10 In the event of a death, resignation or removal from office of any officer, director  
32 or delegate of the Society, the Board, pursuant to Article VI of the Charter, may  
33 appoint a successor to fill the vacancy until the next Annual Meeting, except as  
34 otherwise provided in these Bylaws.  
35
- 36 13.11 The Board of Directors shall meet during each regular session and at such other  
37 times as meetings are called as herein provided. A majority of the members of  
38 the Board shall constitute a quorum. Electronic meetings shall be permissible  
39 when it is determined in the best financial interest of the society and as other  
40 issues may arise. Technological requirements for electronic meetings shall  
41 include the Society hosting the meeting via the internet with audio and visual  
42 access for the Board members.  
43
- 44 13.12 The Board of Directors may appoint an Executive Director who may be, but need  
45 not be, a member, for a term and stipend determined by it to be reasonable  
46 after good faith inquiry. The board may also contract with a management  
47 company, for a fee determined to be reasonable after good faith inquiry, to

- 1 provide an Executive Director and other management and administrative staff
- 2 and services to the Society.
- 3
- 4 13.13 Such Executive Director and/or management company shall perform such duties
- 5 of the Secretary and Treasurer as are assigned by the Board of Directors, and
- 6 such other duties as the Board of Directors may prescribe to the extent of the
- 7 law.
- 8
- 9 13.14 Such Executive Director and/or management company shall be bonded in an
- 10 amount fixed by the Board of Directors, the premium therefore to be paid by the
- 11 Society.
- 12
- 13

**CHAPTER 14 - SEAL**

- 14
- 15
- 16 14.01 The Society shall have an official seal which at all times shall remain in the
- 17 custody of the Secretary, or Executive Secretary and/or management company,
- 18 as determined by the Board of Directors, the design thereof to be fixed by the
- 19 Board of Directors.
- 20

**CHAPTER 15 - RULES OF ORDER**

- 21
- 22
- 23 15.01 All deliberations of the membership or any group thereof shall be governed by
- 24 parliamentary procedure contained in the latest edition of Sturgis' Standard Code
- 25 of Parliamentary Procedure, when not in conflict with applicable Florida law, the
- 26 Charter, these Bylaws, or policies and procedures adopted by the Board of
- 27 Directors. A volunteer parliamentarian should be appointed for each regular and
- 28 special session.
- 29

**CHAPTER 16 - AFFILIATION**

- 30
- 31
- 32 16.01 This Society is a component society of the American Society of Anesthesiologists
- 33 and is possessed only of those rights and powers conferred on it by the opinion
- 34 of the American Society of Anesthesiologists.
- 35
- 36 16.02 No rules, regulations or policies adopted by this organization shall be in conflict
- 37 with those of the American Society of Anesthesiologists.
- 38

**CHAPTER 17 - DISTINGUISHED SERVICE AWARD**

- 39
- 40
- 41
- 42 17.01 A Distinguished Service Award may be granted annually to an individual who has
- 43 significantly contributed to anesthesiology in the state of Florida. Nomination for
- 44 this award will be made by the Judicial Committee and presented to the Board of
- 45 Directors for ratification. The award will be presented at the annual meeting.
- 46
- 47
- 48



**CHAPTER 18 – INDEMNIFICATION/INSURANCE/PERSONAL LIABILITY**

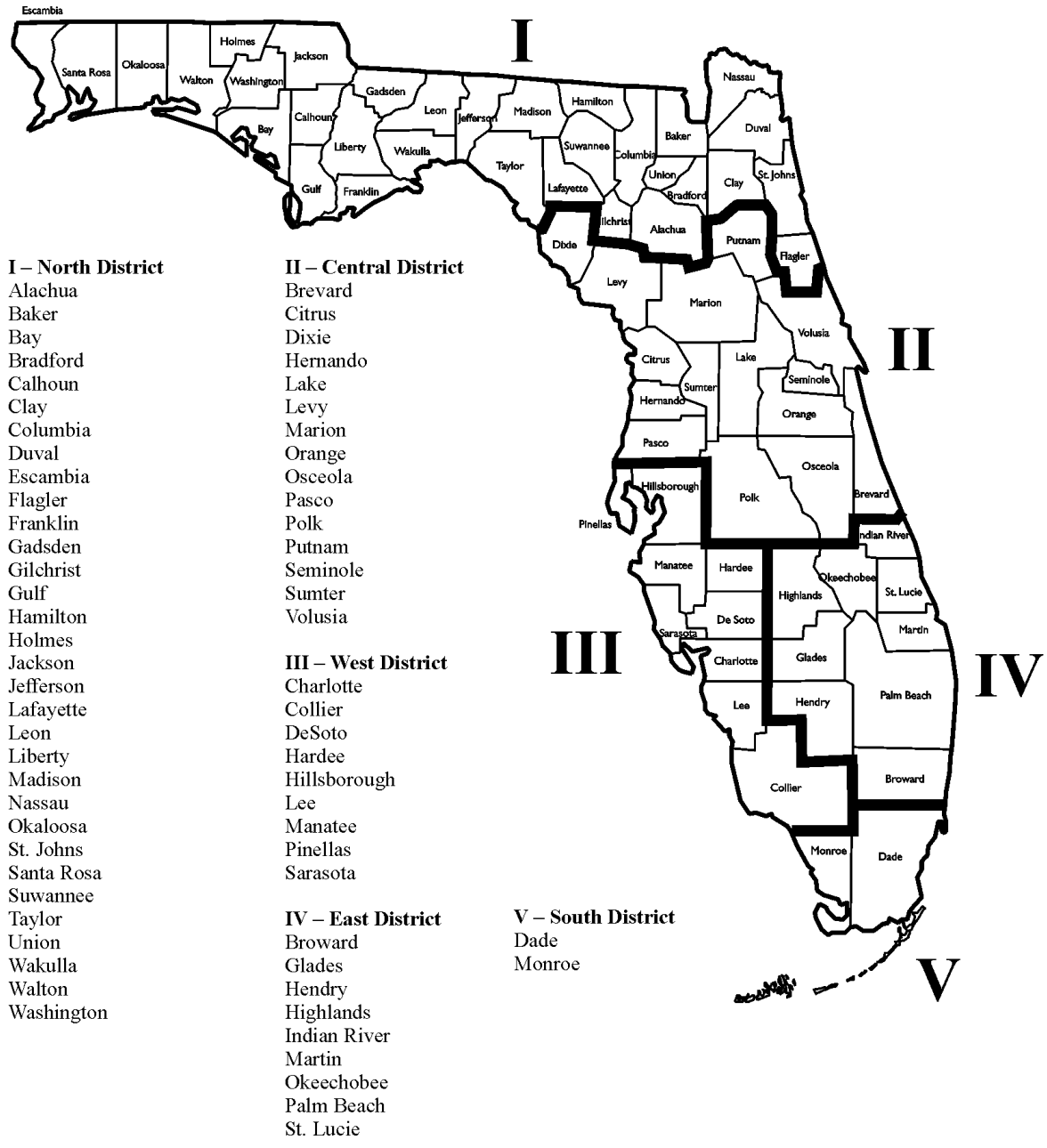
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18.01 The Society shall, to the extent that such indemnification is covered by insurance purchased by the Society, indemnify any current or former officer, director, delegate, member volunteer, employee and agent of the Society (“Indemnitee”) against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

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

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

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



5  
6