The name of the Society is Society of Behavioral Sleep Medicine, (hereinafter referred to as “SBSM”).

SBSM is the leader in setting standards and promoting excellence in Behavioral Sleep Medicine health care, education and research.

SBSM serves its members and advances the field of sleep by:
- Setting the clinical standards for the field of Behavioral Sleep Medicine
- Advocating for the recognition, diagnosis and behavioral treatment of sleep disorders
- Educating professionals dedicated to providing optimal behavioral sleep health care
- Fostering the application of behavioral and cognitive-behavioral science and the scientific study of normal and disordered sleep.
- Fostering public awareness of the behavioral perspective of sleep.

To exercise all the powers conferred upon the Society formed under the State of Illinois Nonprofit Corporation Act in order to accomplish the Society’s mission, including but not limited to the power to accept donations of money or property, whether real or personal, or any interest therein, wherever situated.

CHAPTER 1

MEMBERS

A. Qualifications for Membership

SBSM shall have four membership categories.

1. Regular Member

A Regular Member shall support the mission and purposes of the SBSM and be active in behavioral sleep medicine clinical care, education and/or research. A regular member
1) holds a professional degree (e.g., doctoral degree or a terminal master’s degree) that is eligible for licensure and/or independent clinical practice in a health care related field,
2) holds a doctoral degree and is active in BSM research, or 3) holds a doctoral degree and is a Diplomat of the American Board of Sleep Medicine. A Regular Member pays annual dues set by the Board of Directors and receives subscriptions to publications owned or operated by SBSM and receives all other member benefits. A Regular Member has the following voting privileges:
1. Vote for members to be elected to the Board of Directors
2. Vote on proposed changes to the bylaws

(2) Associate Member

An Associate Member shall support the mission and purposes of the SBSM and have an active interest in behavioral sleep medicine education, clinical care, and/or research but does not meet the full requirements of a regular member. Associate Members pay annual dues set by the Board of Directors. All Associate Members receive subscriptions to publications owned or operated by SBSM and receive all other member benefits. Associate Members do not have voting privileges and are not eligible to hold office.

(3) Student Members

Individuals in fulltime training programs that lead to a terminal degree (e.g., Bachelor’s degree, Master’s degree, Doctoral degree) are eligible to be a Student Member of the SBSM. The membership of a Student Member may be extended for a period of one (1) year provided the student is in a post-doctoral program or residency (internship). Student members may elect to pay an additional fee for the SBSM publications. Student members have the following voting privileges:

1. Vote for the Student Member representative to the Board of Directors

(4) Emeritus Members

Regular Members who have retired, held regular membership with the SBSM for a minimum of 10 consecutive years, and are over the age of 65 are eligible for status as an Emeritus Member. In order to qualify for this membership category, the individual must submit a request in writing to the Board of Directors. Emeritus members will pay a reduced membership fee as set by the Board of Directors and may elect to pay an additional fee for the SBSM publications. Emeritus members have the following voting privileges:

1. Vote for members to be elected to the Board of Directors
2. Vote on proposed changes to the bylaws

B. Election of Members

All prospective members shall apply to SBSM for membership. The Membership Committee and the Board of Directors reserves the right to make determinations regarding membership status.
The Officers of SBSM shall be a President, a President-elect, a Secretary/Treasurer, and Immediate Past President. All Officers shall be Regular Members of the SBSM.

B. Term of Office

The terms of the President, President-elect and Immediate Past President shall commence at the annual membership meeting of the SBSM following their election. Each shall serve a one (1) year term of office.

The term of the Secretary/Treasurer shall commence at the annual membership meeting of the SBSM following his/her election and shall continue for a period of three (3) years.

No two (2) offices may be held by the same person.

C. President

(1) The President shall be a Regular Member of SBSM who presides at all meetings of SBSM and shall perform such duties as custom and parliamentary usage require. The President shall be Chair of the Executive Committee, a member of the Board of Directors, and a member ex-officio of all committees of SBSM.

(2) The President, or constitutionally designated alternate, is the official spokesperson for SBSM. No statement shall be made by the President or designated alternate that advocates a group boycott by members or violation of federal and state antitrust or any other laws.

(3) No President, or designated alternate, may encumber SBSM with indebtedness nor assume any financial obligation in the name of SBSM without prior authorization of the Board of Directors.

D. President-elect:

(1) A President-elect shall be a Regular Member of the SBSM and elected annually by the membership.

(2) The President-elect shall assist in the performance of the President’s duties, and in the absence of the President, shall preside at meetings of SBSM. The President-elect shall be a member of the Executive Committee, and a member of the Board of Directors.

(3) Upon expiration of the term of office of the President, the President-elect shall assume the presidency of SBSM.

(4) In the event of the untimely death, resignation or removal of office of the President, the President-Elect shall assume the office of President of the SBSM.

E. Secretary/Treasurer
(1) The Secretary/Treasurer shall be a Regular Member of the SBSM and be elected to a three-year term by SBSM and shall not be eligible for re-election.

(2) The Secretary/Treasurer shall be a member of the Executive Committee, Board of Directors, and shall have the following additional duties:

a. Shall attend all meetings of SBSM and the Board of Directors and keep minutes of their respective proceedings, shall be the custodian of the seal of SBSM and all records and papers belonging to the SBSM.

b. Shall keep an account of all funds of SBSM.

c. Shall maintain a correct list of the members of SBSM in good standing and shall promptly notify each member who becomes delinquent in his/her dues, and shall keep on permanent file all applications for membership and a record of the actions taken on same.

d. Shall demand and receive all funds due SBSM together with all requests and donations.

e. Shall disperse funds from the treasury only upon authorization from the Board of Directors

f. Shall submit the society’s accounts to such examination as the Board of Directors may direct and shall render to the Directors such accounts of the official acts and of the state of funds of SBSM as they require.

F. Vacancies

(1) An unexpired term of office for any reason shall be filled according to the following:

a. The President by the President-elect who shall complete the unexpired term as well as the presidential term for which elected.

b. The President-elect at the discretion of the Board of Directors. The appointed individual shall complete the unexpired term as well as the regular term for which elected.

c. The Secretary/Treasurer at the discretion of the Board of Directors. The appointed individual shall complete the unexpired term for which elected and shall be eligible for reelection for not more than one additional term.

CHAPTER 3

BOARD OF DIRECTORS

A. Composition and Term of Office
(1) The Board of Directors shall consist of the President, President-elect, and Immediate Past President, Secretary/Treasurer and six (6) Directors-at-Large. Of the six Directors-at-Large, five (5) shall be Regular Members of SBSM and one (1) shall be a non-voting Student Member representative.

The term of office of Directors elected by the membership of SBSM shall be three (3) years for Directors and a one (1) year appointment for the Student Member representative. If the elected term is filling an unexpired term of another Director, that term will comprise only the unexpired portion of the term. A Director will be eligible for re-election for one additional consecutive term. Following two (2) consecutive terms, a Director will be eligible for additional terms following a one (1) year hiatus.

The Board of Directors may adjust the terms for Directors in the event that fifty percent (50%) or more of the terms of the Board of Directors expire in any given year, provided the adjustment is not for more than one (1) year and not more than once for any one (1) board member's term of office.

The officers and directors for the ensuing year shall be installed each June to coincide with the annual meeting of the SBSM.

B. Powers

(1) The Board of Directors shall have charge of and control of all property of SBSM of whatsoever nature and of all funds of whatsoever source.

(2) All powers not otherwise expressly assigned in these bylaws, shall be vested in the Board of Directors. The Board of Directors shall be the policy making body of SBSM and shall consider all matters brought before it by the officers of SBSM, report of committees, or other members of SBSM.

(3) Approval of the Board of Directors must be obtained before any person expends or uses for any purpose money or property belonging to SBSM. No funds shall be authorized by the Board of Directors that advocates a group boycott of members or violation of federal and state antitrust or any other laws.

(4) The Board of Directors may establish such rules for the conduct of its affairs, as it may deem necessary and desirable. The Board of Directors shall be empowered to employ chief executives whose duties and title shall be determined by the Board of Directors. The chief executive shall report to and be responsible to the President and the Executive Committee. In no event may an Officer or Director be an employee of SBSM. The Board of Directors at the expense of SBSM shall provide fidelity bond coverage for the officers, directors, and employees of SBSM in an amount sufficient to protect the funds of SBSM.

(5) The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, except where otherwise provided by law or by these Bylaws. Unless the Board of Directors provides otherwise, attendance at
Board of Directors Meetings will be limited to Directors and Officers and staff as needed. Individuals whose presence is necessary for discussion of a specific agenda item may be invited to attend that part of the meeting.

C. Meetings

The Directors shall hold regular meetings at such time and place as they may choose. Special meetings may be called at any time by the President and shall be called by him/her on the request of three Directors. Six members of the Board of Directors shall constitute a quorum at any meeting.

(1) Absence of a Director from three (3) consecutive meetings of the Board of Directors without an excuse satisfactory to the remaining members of the Board of Directors shall be interpreted as a resignation from the Board of Directors.

(2) The location of all meetings of the Board of Directors shall be determined by the President in consultation with the Officers and Directors of SBSM.

(3) Notice of any Special Meetings of the Board of Directors shall be given at least ten (10) days prior thereto by written notice delivered personally or sent by mail or facsimile or e-mail to each Director at his address as shown by the records of SBSM. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage prepaid thereon. If notice is given by facsimile or e-mail, such notice shall be deemed to be delivered when a successful sent message is received. Any Director may waive notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The business to be transacted at any Regular or Special Meeting of the Board of Directors shall be specified in the notice or waiver of notice of such meeting. Additional agenda items may be proposed and considered by the motion of any Director at the meeting.

D. Reports

The Board of Directors shall make an annual report of its stewardship and of the general status of SBSM at the annual business meeting of SBSM and at such other times as it may deem necessary.

E. Resignations

Any Officer or Director may resign at any time by giving written notice to the Board of Directors or the President or the Secretary/Treasurer. Any such resignation shall take effect at the date of receipt of such notice or at any later time therein specified, and, unless otherwise specified, the acceptance of such resignation shall not be necessary to make it effective.

CHAPTER 4
COMMITTEES

A. Committees of SBSM shall be:

(1) Executive Committee

   a. Composition

   The Executive Committee shall consist of the President, President-elect, Secretary/Treasurer, and Immediate Past President. A member-at-large may be appointed by the Board of Directors if deemed necessary and appropriate. The term of any appointed member-at-large shall be one (1) year effective from the date of appointment.

   b. Meetings

   The Executive Committee shall meet at least monthly and more often as needed at such time and place as determined by the Committee. The President shall preside at meetings of the Executive Committee. In the absence of the President, the presiding officer shall be the President-elect. Emergency meetings shall be held whenever the best interest of SBSM would seem to indicate same.

   c. Quorum

   A quorum for regular or emergency meetings shall be three (3) members of the Executive Committee and for the transaction of business at any meetings of the Committee.

   d. Duties and Responsibilities

   Duties and responsibilities shall be:

   1. Make such decisions and conduct such business between meetings of the Board of Directors in the best interest of SBSM and its members. Such decisions may not be contrary to established policy as previously determined by the Board of Directors and shall be subject to subsequent approval by the Board of Directors.

   2. Make such appropriations between meetings of the Board of Directors as may be required in the best interest of SBSM and its members. Such actions shall not be contrary to such actions previously taken by the Board of Directors and shall be subject to subsequent approval by the Board of Directors.

(2) Nominating Committee

The Nominating Committee shall be composed of three (3) members: the President, President-Elect, and Immediate Past President. The President will serve as Chair of the
Nominating Committee. The Nominating Committee shall meet at such times and place as determined by the Chair of the Nominating Committee.

The duties of the Nominating Committee shall include:

a. Request and receive nominations from members of the SBSM for the positions of President-Elect, Secretary/Treasurer, and Directors-at-large, including the Student Member representative.

b. Review all recommendations received and consider the applications of all candidates.

c. Submit a report to the Board of Directors of its recommendations for Officers and Directors-at-large.

d. Request and receive nominations from members of the SBSM for membership with a standing SBSM Committee.

e. Review all volunteer interest forms received from members interested in serving on a SBSM Committee.

d. Submit a report to the Board of Directors of its recommendations for Committee members.

(3) Standing Committee(s)

a. The Board of Directors shall appoint such Standing Committees as necessary to address issues of interest to the membership, areas of interest shall include but not limited to education, research, advocacy and clinical care. The name, composition and mandate for such committees shall be at the discretion of the Board of Directors.

b. In those instances of subcommittees, at least the Chair of each subcommittee shall be a member of the parent committee.

(4) Board of Directors Subcommittee(s)

The Board of Directors may establish and appoint subcommittees of the Board of Directors as needs dictate. Subcommittees of the Board of Directors shall expire after completion of the mandated task, project or activity.

(5) Presidential Committee(s)

The President of SBSM may appoint ad-hoc committees as deemed necessary provided the mandate to any such committee does not duplicate the mandate of the existing committee. Presidential Committees shall expire with the term of the President.
(1) Standing Committees

a. The Chair of all Standing Committees shall be nominated by the Nominating Committee and subject to confirmation by the Board of Directors.

b. Members of all Standing Committees shall be nominated by the Nominating Committee and subject to confirmation by the Board of Directors.

c. No member of a Standing Committee may serve more than four (4) continuous years on the same committee, but an individual may serve four (4) additional years if made a chair-or vice chair and an additional four (4) years as a subcommittee/task force chair. An individual may continue to serve as a consultant if it is believed he/she has special expertise that would continue to help the committee beyond the individual’s term. In such capacity, he/she shall have no vote.

d. The term of office for committee members commences at the annual membership meeting of the SBSM. In the case of a special appointment, the term commences immediately.

(2) Board of Directors Committees and Presidential Committees

a. The composition, membership, and chair of all Board of Directors Committees or Presidential Committees shall be determined by the appointing authority or their designates.

b. The term of office on Presidential Committees shall terminate with the completion of the committee charge or the President’s term of office, whichever occurs first, The President-elect may extend the term of a Presidential Ad-Hoc Committee for the term of his/her presidency.

c. The term of office of Board of Directors Committees shall terminate with the accomplishment of the charge.

(3) Committee membership is restricted to members of SBSM except when the purpose of SBSM requires the addition of knowledgeable individuals from other fields. Regular, Associate, Emeritus and Student Members are eligible to serve on SBSM Committees.

(4) Joint Committees may be established with other community, governmental, or scientific organizations.

(5) Ex-officio members

a. Committees – The SBSM President and the Executive Director or his/her designates shall be ex-officio members of all committees.

b. Presidential Committees - The President, President-elect, and Executive Director shall be ex-officio members of all Presidential Committees.
(6) Committees shall have authority to make rules governing their procedures subject to the bylaws, policies, and directives of the appointing authority.

(7) Reports

a. Periodic – Each committee shall be responsible for rendering timely reports of its activities, findings, recommendations, or progress to the Board of Directors.
b. Annual - Each committee must submit an annual report prior to the annual meeting of SBSM.

(8) The Board of Directors shall have the right to dissolve the committee, enlarge the committee, appoint consultants or advisors, remove any member, and fill any vacancy.

(9) Mandate of Committees

The authority establishing each committee shall be responsible for drafting the mandate of the committee describing the task, the limits of the mission, and any restrictions on the committees’ activities. Such mandate shall be tendered to the committee in writing by the appointing authority.

(10) Absence

Absence of a committee member without acceptable excuse from two consecutive committee meetings including conference calls shall be considered resignation from the committee.

CHAPTER 5

MEETINGS OF SBSM

A. Annual Business Meeting

The annual business meeting of SBSM shall be scheduled to coincide with the annual scientific meeting of SBSM. At the annual business meeting, reports shall be given by the current Secretary/Treasurer, the retiring President, and the President for the past twelve (12) months.

B. Special Meetings

Special meetings of the members of SBSM may be called by the President or the Board of Directors. Special meetings shall be held at such time and place that the Board of Directors may determine.

C. Notice of Member Meetings

By or at the direction of the President or Secretary, each member entitled to vote shall be notified by mail or electronic mail or by publication in the journal of Behavioral Sleep Medicine and/or other society journals of all meetings of SBSM. The notice shall be delivered not less than five (5), or more than sixty (60), days before the date of the meetings. The notice
shall state the place, day, and hour of the meeting and in the case of a special meeting shall state the purpose or purposes in which the meeting is called.

D. Quorum

Twenty percent (20%) of the Members, Associate Members, and Emeritus Members in good standing present in person shall constitute a quorum for the SBSM business meeting.

E. Voting

Unless determined otherwise by the Board of Directors, only members in good standing, and present shall be eligible to vote at the annual business or special meeting of SBSM. No member may vote by proxy.

F. Joint Meetings

Joint meetings may be held with appropriate societies at the discretion of the President, Executive Committee, or the Board of Directors.

CHAPTER 6

DISCIPLINE

A. Any member of SBSM may be censured, placed on probation, suspended or expelled under the following circumstances-after due notice and hearing set forth below:

(1) For violation of the Bylaws of SBSM.

(2) For violation of ethical conduct as may be defined by the APA Code of Ethics.

(3) For acts of serious misconduct which bring discredit to SBSM.

(4) If the member has been convicted, adjudged, or otherwise recorded as guilty by any court of competent jurisdiction of a felony, or a crime involving moral turpitude.

(5) If a member has been adjudged guilty of violation of law or regulation relating to his or her professional practice by an administrative agency of the government.

(6) If a disciplinary or legal action has resulted in a reprimand, probation, suspension, or loss of a members’ license to practice.

B. Notification and Hearing

(1) The accused member shall be notified in writing by certified mail of the charges made against him/her and offered the opportunity to respond in writing.
(2) A hearing of any charges shall be promptly conducted by the Executive Committee at such time and such place as it determines; but in no event may the hearing be conducted until at least thirty days after the accused has been notified by certified mail of the charges and the time and place of the hearing.

(3) The Executive Committee may have administrative and legal counsel present at any hearing to advise it. At the discretion of the Executive Committee, the complainant and/or the accused may have legal counsel present, but any such legal counsel may be excluded from attending or participating in the proceedings at any time at the discretion of the Executive Committee.

(4) A comprehensive record of the hearing must be made. The decision of the Executive Committee shall be by majority vote by secret ballot. A report shall be made in writing containing the findings and the recommended disciplinary action, if any.

(5) The decision concerning the accused shall be, to acquit, to censure, to place on probation, to suspend, or to expel. The President shall promptly transmit copies of the decision to the accused by certified mail.

(6) In any event, disciplinary procedures will be in accordance with federal and state laws in effect at the time a complaint or action is received or deemed necessary.

**CHAPTER 7**

**FUNDS, DUES, ASSESSMENTS**

**A. Funds**

Funds of SBSM shall consist of monies raised by annual dues levied on the members, voluntary contributions to SBSM, income from sales of SBSM approved products and services, and revenue from any other source approved by the Board of Directors. No part of the net earnings of SBSM shall inure to the benefit of any individual member or private person. Notwithstanding any other provision of these Bylaws, SBSM shall not carry on any activity not permitted to be carried on by a corporation exempt from Federal income tax under chapter 501 (c)(6) of the Internal Revenue Code of 1986 (or the corresponding provision of any subsequent Federal tax law).

**B. Annual Dues**

Dues shall be established from time to time by the Board of Directors. Member dues shall be payable in advance on the first day of January in each fiscal year. When any Member is in default in the payment of dues for a period of three months from the beginning of the fiscal year, the membership may thereupon be terminated by the Board of Directors.

**C. Abatement and Waiver of Dues**

(1) The Board of Directors may reduce, direct a refund, or waive the dues of any member.
(2) The dues paid by an applicant whose application is rejected, shall be refunded.

CHAPTER 8

ELECTIONS

A. Election Process

The Nominating Committee will conduct a call for nominations each year in order to recommend candidates to the Board of Directors for Officers and/or Director-at-Large positions that become vacant at the end of a given year. After receiving recommendations from the Nominating Committee, the Board of Directors shall nominate one (1) or more candidates for each elective office to be filled. In the case of Directors-at-Large and Officers, the nominees will be submitted to the Membership for vote.

CHAPTER 9

MISCELLANEOUS

A. Rules of Order

The current Robert’s Rules of Order shall be the parliamentary authority when not in conflict with the bylaws of SBSM.

B. Order of Business of the Board of Directors

The usual order of Business of the Board of Directors shall be:

(1) Call to Order
(2) Approval of Minutes
(3) Secretary/Treasurer’s Report
(4) Consent Agenda
(5) Reports of Officers
   a. President
   b. President-elect
   c. Past President
(6) Report of the Directors
(7) Committee Reports
(8) Report of the Executive Director
(9) Other Business
(10) Adjournment

C. Order of Business of the Annual Business Meeting

The usual order of business of the annual business meeting of SBSM shall be:
(1) Call to order
(2) Introductions of SBSM Board of Directors
(3) Report of the Secretary/Treasurer
(4) Report of the President
(5) Introduction of President and Presentation of Gavel
(6) Presentation of Presidential Award to Past President
(7) Welcome Address by President
(8) Other Business
(9) Adjournment

D. Vote by Roll Call

(1) Vote by roll call shall be had upon demand of a majority except in matters of membership, discipline, and election, all of which shall be by ballot.

(2) The fiscal year of SBSM shall be January 1 to December 31.

E. Registered Office

The registered office of SBSM as required by the Nonprofit Corporation Act will be maintained in the State of Illinois as provided and designated in the Articles of Incorporation. The Board of Directors of SBSM may, from time to time, change the location of the registered office pursuant to Chapter 317.19 of Statutes. On or before the day that such change is to become effective, a certificate of such change and of the location and post office address of the new registered office shall be filed with the Secretary of State of Illinois as provided by law.

F. Books and Records

SBSM shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and committees having any authority of the Board of Directors, and shall keep at its principal office a record giving the names and addresses of the Board of Directors. All books and records of SBSM may be inspected by any Director, for any proper purpose at any reasonable time.

G. Waiver of Notice

Whenever any notice is required to be given under the provisions of the Bylaws or under the provisions of the Articles of SBSM or by the State of Illinois Nonprofit Act, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

CHAPTER 10

AMENDMENTS
Amendments to the bylaws may be proposed by a majority of the Directors, or by a petition from at least twenty (20%) percent of the SBSM Members, Associate Members, and Emeritus Members. In the event of a properly proposed amendment, the Board of Directors will prepare a ballot containing the proposal and send it to the Members and Emeritus Members of the SBSM. The Board of Directors shall establish a reasonable period of time for return of completed ballots. An amendment is adopted when it receives the vote of more than a majority of the returned ballots before the expiration of the specified time.