BYLAWS

OF

INTERNATIONAL SURGICAL SLEEP SOCIETY, INC.

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ARTICLE I.
NAME, STATEMENT OF PURPOSE AND GENERAL POLICY

1.1 Name. The legal name of this corporation is International Surgical Sleep Society, Inc. (henceforth referred to as "the Society").

1.2 General Purpose. The Society is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Georgia Nonprofit, Public Benefit, Corporation Law for charitable purposes.

1.3 Specific Purpose. The specific and primary purposes of the Society shall be to further the education and study of sleep medicine, and in furtherance of that purpose, the Society hereby adopts and subscribes to the following objectives:

(i) to educate its members in the surgical treatment of sleep disorders;

(ii) to educate the public on the surgical treatment of sleep disorders;

(iii) to hold regular meetings for the purpose of sharing new research on the diagnosis and surgical treatment of sleep disorders;

(iv) to educate other medical specialties about the surgical treatment of sleep disorders;

(v) to promote research on the surgical treatment of sleep disorders;

(vi) to advocate for accessible and equitable care for all patients with sleep disorders;

(vii) to champion innovation to advance scientific knowledge, encourage development of novel solutions and facilitate translation of these ideas to optimize patient care; and

(vii) to engage in such other activities as directed by the Board of Directors.

1.4 Limitations. The Society is organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provisions of any future United States Internal Revenue Law. Notwithstanding any other provision of these Bylaws, the Society shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of the Society, and the Society shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section

501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provisions of any future United States Internal Revenue law, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 or the corresponding provisions of any future United States Internal Revenue law.

1.5 Private Benefit. All corporate property is irrevocably dedicated to charitable and educational benefits. No part of the net earnings of the Society shall inure to the benefit of any of its directors, or any other person or individual.

ARTICLE IL
MEMBERSHIP

2.1 Members.

2.11 Full Membership: Any physician or dentist who holds a degree of Doctor of Medicine, Doctor of Osteopathy, Doctor of Dental Surgery, Doctor of Medicine in Dentistry, or equivalent medical degree as determined by the Board of Directors, who holds a valid and unrestricted license to practice medicine who has completed at least three (3) years of formal training either through an accredited residency or equivalent in otolaryngology-head and neck surgery/dentistry/oral-maxillofacial surgery/sleep medicine, as determined by and satisfactory to the Board of Directors, shall be eligible to become a Full Member.

2.12 Trainee/Fellow Membership: Any person who holds a degree of Doctor of Medicine, Doctor of Osteopathy, Doctor of Dental Surgery, Doctor of Medicine in Dentistry, or equivalent medical degree as determined by the Board of Directors and who is engaged on a full-time basis in an otolaryngology—head and neck surgery/dental/ oral-maxillofacial or other training program that is acceptable to the Board of Directors shall be eligible to become a Trainee/Fellow Member. The maximum duration of Trainee/Fellow Membership shall be no less than six (6) years in total. A Trainee/Fellow member may serve as a voting member on the Board and committees.

2.13 Allied Practitioner Membership: Any person who works in fields associated with sleep medicine and sleep surgery which may include, but not limited to nurse practitioner, physicians assistant, researcher, Sleep technician and other fields as determined by the Board of Directors. Persons eligible for membership as per 2.11 and 2.12 above are not eligible for Allied Practitioner Membership. An Allied Practitioner member may serve as voting members on the Board and committees.

2.2 Membership Fees: The Board of Directors shall establish the application fees and dues for each class of membership annually. The application fee shall include the annual dues for the year in which the candidate becomes a member. Additional fees may be assessed by the Board of Directors for any purpose they deem necessary and appropriate.

2.3 Voting Rights. Only Directors of the Board are entitled to vote on the Society's Board related matters.

2.4 Non-transferability of Membership. In no event shall membership in the Society be transferable or assignable in any form, whether by voluntary or involuntary act, operation of law or otherwise.

2.5 Membership Roll. The Society shall prepare and maintain a written record of its membership, which record shall set forth the name and last known contact information of each Member, and such other information as the Board of Directors may determine necessary. In the event the membership of any Member shall be canceled or terminated , the managing company shall indicate the date of such cancellation or termination opposite that Member's name in the Membership Roll.

2.6 Cancellation of Membership: Failure to pay the annual fee for membership as established by the Board of Directors in its sole discretion will result in automatic cancellation of Society membership and the privileges associated with being a Society member, and is reinstated upon full payment of dues without the need to re-apply for membership.

2.7 Termination of Membership. The Board of Directors shall have the power to censure, suspend or expel any member who no longer possesses the qualifications necessary for membership including suspension or revocation of license to practice medicine, who has been convicted of a felony involving moral turpitude, or for reasonable cause.

2.8. Non-Discrimination

In pursuit of its purposes and the exercise of its powers, the Society shall not discriminate on the basis of age, race, color, sex, religion, gender identity, sexual orientation, physical disability or national origin. The Society is an international organization with a broad membership base and the Society should reflect this.

2.9 Associates. Nothing in these Bylaws shall be construed as limiting the right of the Society to refer to persons or organizations associated with it as “members” even though such persons are not members, and no such reference shall constitute anyone a member, within the meaning of Section 14-3-602 of the Georgia Nonprofit Corporation Law. The Society may confer, by amendment of its Articles or of these Bylaws, some or all of the rights of a member as set forth in the Georgia Nonprofit Corporation Law, upon any person, persons, or organizations who do not have the right to vote for the election of directors or on a disposition of substantially all of the assets of the Society or on a merger or a dissolution or on change to the Society’s Articles or Bylaws or for the selection of delegates who possess any of the preceding voting rights, but no such person or organization shall be a member within the meaning of Section 14-3-602.

ARTICLE III.
DIRECTORS

3.0 General Powers. Subject to limitations of the Articles and these Bylaws, the activities and affairs of the Society shall be conducted and all corporate powers shall be exercised by or under the direction of the Board. The Board may delegate the management of the activities of the Society to any person, persons or committee, provided that the activities and affairs of the Society shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board. Without prejudice to such general powers, but subject to the same limitations, it is hereby expressly declared that the Board shall, by majority vote, have the following powers in addition to the other powers enumerated in these Bylaws:

(a) To select and remove all the other officers, agents, and employees of the Society, prescribe powers and duties for them as may not be inconsistent with law, the Articles or these Bylaws, fix their compensation, and require from them security for faithful service.

(b) To conduct, manage, and control the affairs and activities of the Society, including establishing the priorities of the Society, and to make such rules and regulations not inconsistent with law, the Articles, or these Bylaws, as they may deem best.

(c) To borrow money and incur indebtedness for the purposes of the Society, and to cause to be executed and delivered, in the corporate name, promissory notes, bond, debentures, deeds of trust, mortgages, pledges, hypothecations, or other evidence of debt and securities.

(d) To change the principal office or the principal business office of the Society from one location to another; and cause the Society to be qualified to conduct its activities in any other state, territory, dependency, or county and conduct its activities therein.

3.1 Specific Duties. In addition to General Powers and responsibilities, the Board shall have these specific responsibilities:

(a) To conduct, manage, and control the general policies, priorities, activities, and affairs of the Society, and to make such rules and regulations therefore not inconsistent with law, with the articles of incorporation, or with these bylaws, as the Board may deem best.

(b) To select and remove all officers, agents, and employees of the Society; prescribe such powers and duties for them as are not inconsistent with law, with the articles of incorporation, or these bylaws; fix their compensation; and require from them security for faithful service.

(c) To establish personnel policies and procedures, including selection and dismissal procedures, salary and benefit scales, employee grievance procedures, and equal opportunity practices. Authority is specifically vested in the Board of Directors to select and dismiss the President(s), as well as to conduct an annual performance evaluation of the President(s).

(d) To adopt policies for financial management practices, including a system to assure accountability for the Society's resources; to approve the Society's annual budget; and to supervise the Society's long-range financial planning.

(e) To adopt eligibility criteria for services provided by the Society, including criteria for partial payment schedules.

(f) To evaluate the Society's activities and performance, including services utilization patterns, productivity, quality improvement/quality assurance, and achievement of the Society's objectives.

(g) To borrow money and incur indebtedness on behalf of the Society and cause to be executed therefore, in the Society's name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidences of debt and securities therefore.

(h) To approve any required independent financial audit. The Society shall also prepare and file, from time to time, such reports and returns concerning its financial status as may be required by federal and state laws affecting nonprofit public benefit corporations.

(i) To monitor itself and evaluate its collective performance and that of individual members by establishing performance goals

In addition, it shall be the individual duty of each director to:(k) Familiarize him or herself with the mission, vision, goal, services, and history of the organization;

(j) Be informed about the organization's policies and programs;

(k) Regularly attend meetings and contribute to discussions;

(l) Review the agenda and have a general understanding of any supporting materials before each board meeting;

(m) Serve on committees and complete assignments when requested;

(n) Suggest possible nominees who can add a new perspective, experience, or other contributions that will strengthen the board; and

(o) Avoid conflict of interest and abide by confidentiality rules.

3.2 Directors: Any person on the Board of the Society is considered a Director. This includes:

(a) Officers of the Society.

(i) USA President
(ii) International President
(iii) Treasurer
(iv) Secretary

(b) Immediate past USA president and International president

(c) President elect for the USA President and International President

(d) Society Committee chairs
(i) Education Committee
(ii) Media Committee
(iii) Young Physicians Committee
(iv) Development Committee
(v) Research Committee
(vi) Program Committee
(vii) Membership Committee

(e) Members at large

(f) Emeritus Board Members: Emeritus Board members are non-voting members. The title of emeritus Board member is an honor that can be bestowed by the Board by majority of the members eligible to vote and should be done so after careful consideration.

(g) At-Large Board Members:
(i) At-Large Board members represent the general membership of the organization on the Board of Directors.
(ii) They are tasked with general oversight of the organization's activities and operations and provide direction to help the organization to achieve its vision, mission, and strategic goals.
(iii) They shall perform such other duties and have such other powers as may from time to time be delegated to the Member At-Large by the President(s) or by the Board of Directors.

3.3 Additional Qualifications. All Board members shall meet the following additional qualifications:

(a) Board members shall be at least eighteen (18) years old;

(b) No Board member shall be an employee of the Society, or spouse or child, parent, brother or sister by blood, adoption, or marriage of such an employee; and

(c) Board members shall participate in appropriate training and educational programs necessary to properly fulfill their responsibilities as members of

the Board.

3.4 Selection. A nominating committee comprised of the officers of the Society shall meet and present nominees for directorship at the annual meeting or as needed to fill vacancies on the Board. To assure public access to Board positions, the nominating committee shall identify appropriate community users at the clinic location for recommendations. Where appropriate and practical, the committee may interview prospects in order to assure compliance with membership requirements. Nominations may be made from the floor. New Board members shall be elected by the full Board.

3.5 Term. The term of office for members of the Board shall be, except as provided below, for two (2) years and until a successor has been designated and qualified. Staggered terms shall be used to assure continuity.

3.6 Resignations. Subject to the provisions of Section 14-3-807 of the Georgia Nonprofit Corporation Law, any director may resign effective upon giving written notice to the Society, unless the notice specifies a later time for the effectiveness of such resignation. If the resignation is effective at a future time, a successor may be appointed by the Board before such time, to take office when the resignation becomes effective.

3.7 Removal of Director. The Board may declare vacant the office of a director of the following causes:

(a) The Director has been declared of unsound mind by a final order of a court;

(b) The Director has been convicted of a felony, excepting motor vehicle offenses;

(c) The Director has been found by a final order of judgment of any court to have breached any duty arising under Section 14-3-808 of the Georgia Nonprofit, Public Benefit, Corporation Law; or

(d) The Director has been absent from regular Board meetings, for either two (3) consecutive meetings or four (4) meetings in any one twelve (12) month period.

3.8 Removal of Director - Without Cause. The Board may remove any director, without cause, by approval of two-thirds of the directors then in office.

3.9 Conflicts of Interest. The Board of Directors shall adopt and enforce a policy on conflicts of interest and self-dealing that requires a disclosure by all Directors and officers of the Society and of the member and other persons in a position to influence Society decisions of actual and potential conflicts of interest and that will assure that no person holding such a position will be permitted to vote on any issue, motion or resolution that directly or indirectly inures to his or her

benefit financially or with respect to which he or she shall have any other conflict of interest, except that such individual may be counted in order to qualify a quorum, and, except as the Board may otherwise direct, may participate in a discussion of such an issue, motion or resolution if he or she first discloses the nature of his or her own interest.

A “conflict of interest” arises whenever the Interest of a person competes with or has the potential to compete with the best interests of the Society. A conflict is presumed to exist if a person with an Interest is in a position to control or influence the transaction or arrangement.

(a) **General Prohibition**: No Board member, officer, employee, or agent shall participate in the Society’s selection, award, or administration of any contract or grant when a real or apparent conflict of interest is involved.

(b) **Affirmative Disclosure Requirements:** It is the policy of the Society that Interests shall be fully disclosed by any individual regardless of whether a conflict of interest is determined to exist.

> (1) Annual Disclosures. The Society requires that all Board members, officers, employees, contractors or agents, as well as candidates for Board membership, disclose in writing (and update at least annually): (1) all Interests described in Article II, section 7, which may create an actual or potential conflict of interest, and (2) where applicable, provide a statement suggesting how such conflict could be avoided or mitigated. In order to facilitate such full disclosure, the Society requires Board members, officers, employees, contractors, or agents to annually complete a Disclosure Form. Completion of a Disclosure Form does not relieve individuals of the obligation to comply with these Standards of Conduct with regard to disclosure of Interests that may occur after the filing of the Disclosure Form (e.g., with respect to a particular transaction).
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> (2) Additional Disclosures. The Society requires all Board members, officers, employees, contractors, or agents to disclose additional Interests that arise after the filing of the Disclosure Form. Members of the Board shall make disclosure to the Officers of the society. If the Officers all have such an Interest, he or she must make disclosure to the board. The Officers of the society shall be responsible for advising the Board of such disclosure. Employees, contractors, and agents shall make disclosures in writing to the Officers of the society

(c) **Determining Whether a Conflict of Interest Exists:** In the case of a potentially conflicted person who is a Board member of Officer of the Society, that Person may make a presentation to the Board regarding whether he or she has a conflict and may respond to related questions from the Board. However, after such presentation, he or she shall leave the meeting during any discussion of, or vote on, whether a conflict of interest exists, and if such conflict is determined by the Board to exist, he or she shall leave the meeting during any discussion of, and voting on, the transaction or arrangement that involves the conflict of interest.

(d) **Procedures for Addressing the Conflict of Interest**.

(1) Procurement. If the conflict involves a Society procurement, the process shall be conducted in accordance with the Society's established policies.

(2) Alternative Arrangements. In other instances, the Board shall, as it may deem appropriate, appoint the President(s) to investigate alternatives to the proposed transaction or arrangement and make recommendations. After exercising due diligence, the Board or President(s), as applicable, shall determine whether the Society can obtain an equivalent transaction or arrangement with reasonable efforts from a person or entity that would not give rise to a conflict of interest.

(3) Society's Best Interest. If a transaction or arrangement is not reasonably attainable under circumstances that would not give rise to a conflict of interest, the Board or President(s), as applicable, shall determine (if Board, then by a majority vote of the disinterested Board members) whether, notwithstanding the conflict of interest, the transaction or arrangement is in the Society's best interest, for its own benefit and whether the transaction is fair and reasonable to the Society such that it would constitute an "arms-length" transaction (and be consistent with 45 C.F.R. Part 74 standards).

(4) Pervasive Conflicts of Interest. In circumstances where there are material, continuing, or pervasive conflicts of interest, an individual may be required by the Board or the President(s), as applicable, to withdraw from his or her position with the Society unless the individual, family member, or business associate chooses to disassociate from the outside position that causes the conflict.

(e) **Violations of the Standards of Managing Conflicts of Interest:** If the Board or President(s), as applicable, has reasonable cause to believe that a person has failed to disclose an Interest, the person shall be informed of the basis for such belief and afforded an opportunity to explain the alleged failure to disclose. If, after hearing the response of the individual who failed to disclose an Interest, and making such further investigation as may be warranted in the circumstances, the Board or President(s) determines that the individual has in fact failed to disclose an Interest, appropriate corrective and/or disciplinary action shall be taken, including removal of the
individual from the selection, negotiation, or administration of any contracts or grants.

(f) **Records of Proceedings**: The minutes of the Board and all committees with Board-delegated powers and those records as determined by the President(s) shall contain:

(1) Conflicts of Interest. The names of the person who disclosed or otherwise were found to have an Interest in connection with an actual or potential conflict of interest and the nature of the Interest; any action taken to determine whether a conflict of interest was present; and the Board or Presidents' decision, as applicable, as to whether conflict of interest in fact existed.

(2) Management of Conflicts. For transactions where a conflict of interest has been disclosed or otherwise found to exist, the names of the persons who were present for discussions and votes relating to the transaction or arrangement, and the names of the persons who recused themselves; the content of the discussion, including any alternatives to the proposed transaction or arrangement or the health center's best interest; and a record of any votes taken in connection therewith.

ARTICLE IV.
MEETINGS OF DIRECTORS

4.0 Place of Meeting. All meetings of the Board of Directors shall be held virtually or at the office of the Society or at such other place as may be designated for that purpose in the notice of the meeting or, if not stated in the notice or there is no notice, at such place as may be designated in the Bylaws or by resolution of the Board.

4.1 Annual Meeting. The Board shall hold an Annual Meeting every year which shall typically be in January, the first of which shall occur as soon as reasonably practicable for the purpose of organizing the Board, the election of officers and the transaction of such other business as may come before the meeting.

4.2 Regular Meetings. In addition to the Annual Meeting, regular meetings of the Board of Directors shall be held regularly at least bi-monthly and at such time as the Board may fix by resolution from time to time. No notice of any regular meeting of the Board of Directors need be given.

4.3 Special Meetings. Special meetings of the Board of Directors for any purpose or purposes may be called by the Secretary upon the request of the Chair of the Board, the Co-Chair of the Board, or any three (3) or more Directors.

4.4 Notice of Meetings. Regular meetings may be held without notice. Written notice of the time and place of any special meeting shall be delivered to each Director via email or sent to each Director by mail or other form of written communication, charges prepaid, addressed to the Director either at his/her address as it is shown on the records or, if not readily ascertainable, to the place in which meetings of the Directors are regularly held. Such notice shall be sent at least four (4) days prior to the time of holding the meeting. Said notice need not specify the purpose of the special meeting of the Board.

4.5 Validation of Meeting. The transactions of the Board of Directors at any meeting, however called or noticed, or wherever held, shall be as valid as though had at meeting duly held after call and notice if a quorum be present and if, either before or after the meeting, each voting director \consent to the holding of such meeting, or an approvals of the minutes thereof. All such consents or approvals shall be filed with the corporate records and made a part of the minutes of the meeting.

4.7 Quorum. At all meetings of the Board of Directors, a majority of the authorized number of Directors shall be necessary and sufficient to constitute a quorum.

4.8 Action Without Meeting.

(a) Any action required or permitted to be taken by the Board of Directors under any provision of law, the Articles of Incorporation of these Bylaws may be taken without a meeting if all of the members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as the unanimous vote of such Directors. Any certificate or other document filed on behalf of the Society relating to an action taken by the Board without a meeting shall state that the action was taken by written consent of the Board of Directors without a meeting, and that the Bylaws of the Society authorize its Directors to so act.

(b) Members of the Board may participate in a meeting through the use of a conference telephone or similar communication equipment, provided that all Directors participating in such meeting can hear one another. Participating in this manner shall constitute presence in person at such meeting.

4.9 Attendance Requirements. A Board member who has been absent from regular Board meetings for three (3) consecutive meetings (unless excused due to personal reasons) in any one twelve (12) month period shall be subject to removal from the Board.

4.10 Prohibition Against Voting by Proxy. Directors may not vote by proxy. Nothing herein shall be construed to limit the ability of Directors to transact business by way of unanimous written consent.

4.11 Policies. The Board shall periodically update these Bylaws, policies and procedures, revise its mission, goals and objectives, adopt short term and strategic planning and take responsibility for assuring that the Society is prepared to succeed in the rapidly changing health care environment.

4.12 General Responsibilities.

(a) The Board is responsible for identifying and assuring that it meets its educational and training needs including orientation and training new Board members.

(c) Financial oversight requires control of major resource decisions, monitoring financial viability and an annual audit of its financial reports.

(d) The Board shall prohibit conflict of interest or appearance of conflict of interest by Board members, employees, consultants and those who provide services or goods to the clinics.

ARTICLE V.
OFFICERS

5.0 Officers. The Society board officers shall include a Chair of the Board, USA President, International President, a Secretary, and a Treasurer.

5.1 Election Qualification and Term of Office. The officers of the Society shall be elected annually by the Board of Directors. Vacancies may be filled, or new offices created and filled, at any meeting of the Board of Directors.

5.2 Removal of Officers. Any Officer may be removed, with or without cause, by a majority of the Directors then in office at any regular or special meeting of the Board of Directors. Should a vacancy occur in any office as a result of death, resignation, removal, disqualification or any other cause, the Board of Directors may delegate the powers and duties of such office as permitted by these Bylaws to any Officer or to any Director until such time as successor for said office has been elected or appointed.

5.3 Co-Chairs of the Board. The Co-Chairs of the Board shall be the USA and International President of the Society, and preside at all meetings of the Board of Directors. The Co-Chairs of the Board shall appoint, with the approval of the Board of Directors, all standing and subcommittee committees of the Board and their chairpersons, serve as an ex-officio member of all standing committees, and report annually to the Board of Directors on the current state of the corporation and plans for the future. The Co-Chairs of the Board shall be empowered to call special meetings of the Board of Directors as set forth herein, and shall discharge all other duties as may be required by these Bylaws and from time to time may be assigned by the Board of Directors.

5.4 Vice-Chair of the Board. The Vice-Chair of the Board shall be the Secretary. In the absence of the Co-Chairs of the Board or in the event of his/her deaths, inability, or refusal to act, the Vice-Chair of the Board shall be appointed to perform the duties of the Co-Chairs of the Board, and when so acting, shall have the powers of and be subject to all the restrictions upon the Co-Chairs of the Board. The Vice Chair of the Board shall perform such other duties as from time to time may be prescribed by the Co-Chairs of the Board, the Board of Directors, or the Management Committee.

5.5 USA President.

(a) The Director serving as the USA president shall be the Co-Chair of the Board of Directors.

(b) Their role includes general and active management of the operation of the Society and shall preside at all meetings of the Board of Directors.

(c) The USA President shall be responsible for the administration of the Society, including general supervision of the policies of the Society and general and active management of the financial affairs of the Society, coordinating Board meetings, and shall execute all contracts, leases and other agreements in the name and on behalf of the Society .
(d) Any such execution requires that all officers of the Society have acknowledged and are in support of the decision.
(e) In such cases that there is difference of opinion amongst the officers regarding the decision, then it should be put to the Board for a majority vote to proceed.
(f) The newly elected USA President shall have the title of "USA President Elect" and shall automatically succeed to the office of USA President upon the close of the incumbent International President's term of office, or prior thereto if for any reason the incumbent International President is unable to fulfill his or her term of office. The USA President Elect shall attend the Board of Directors meetings immediately after the annual business meeting or Board of Directors meeting at which they are elected and throughout the year to allow for an orderly transition of responsibilities

5.6 International President:

(a) The Director serving as International President shall be a Co-Chair of the Board of Directors.
(b) Their role includes management of the international efforts of the Society.
(c) They shall be responsible for the administration of the Society, including general supervision of the policies of the Society and general and active management of the financial affairs of the Society, coordinating Board meetings, and may execute all contracts, leases and other agreements in the name and on behalf of the Society .
(d) Any such execution requires that all officers of the Society have acknowledged and are in support of the decision. In such cases that there is difference of opinion amongst the officers regarding the decision, then it should be put to the Board for a two thirds majority vote to proceed.
(e) The newly elected International President shall have the title of "International President Elect" and shall automatically succeed to the office of International President upon the close of the incumbent International President's term of office, or prior thereto if for any reason the incumbent International President is unable to fulfill his or her term of office. The International President Elect shall attend the Board of Directors meetings immediately after the annual business meeting or Board of Directors meeting at which they are elected and throughout the year to allow for an orderly transition of responsibilities

5.7 Secretary.

(a) The Secretary shall verify that an official record of the proceedings of all meetings of the membership, the Board of Directors, and any meetings of the Executive Committee, are kept and shall report the same to the next succeeding meeting of the Board of Directors, shall keep the seal of the Society and affix it to such papers and instruments as may be required in the regular course of business, shall make service of such notices

as may be necessary or proper, shall supervise the keeping of the records of the Society, and shall discharge such other duties of the office as prescribed by the Board of Directors.
(b) The Secretary will function as interim Chair in the case either President is not able to perform their allocated duties until the President(s) become available again.
(c) The Secretary is responsible for ensuring that Directors have up to date conflict of interest disclosures which are reviewed on an annual basis, and when Director interests change.
(d) They shall perform such other duties and have such other powers as may from time to time be delegated to the Secretary by the President(s) or by the Board of Directors.
(e) The newly elected Secretary shall have the title of "Secretary Elect" and shall automatically succeed to the office of Secretary upon the close of the incumbent Secretary's term of office, or prior thereto if for any reason the incumbent Secretary is unable to fulfill his or her term of office. The Secretary Elect shall attend the Board of Directors meetings, with vote, immediately after the annual business meeting or Board of Directors meeting at which they are elected and throughout the year to allow for an orderly transition of responsibilities.

5.8 Treasurer.
(a) The Treasurer, which may be an independent third-party entity, shall be charged with the management of the financial affairs of the Society and shall see that accurate books of account are maintained, accurately reflecting all monies, funds, securities, properties, and assets which are the property of the Society.
(b) Said books shall show at all times the amount of all property belonging to the Society and the amount of disbursements made and the disposition of property. Those funds shall be paid out only on checks of the Society, signed by such persons as may be designated by the Board of Directors as authorized to sign them.
(c) The Treasurer shall assure that a summary of the proposed annual budget for the Society and an annual financial report shall be provided to the Board and in such form and medium as the Board of Directors determines appropriate.
(d) They shall perform such other duties and have such other powers as may from time to time be delegated to the Treasurer by the President(s) or by the Board of Directors.
(e) It is the Treasurer's duty to ensure that the Society complies with the legal requirements as mandated by both national and international tax and corporate laws.
(f) The Treasurer is tasked with financial oversight and is the custodian of fiscal integrity and stewardship for the Board.
(g) The newly elected Treasurer shall have the title of "Treasurer Elect" and shall automatically succeed to the office of Treasurer upon the close of the incumbent Treasurer's term of office, or prior thereto if for any reason the incumbent Treasurer is unable to fulfill his or her term of office. The Treasurer Elect shall attend the Board of Directors meetings, with vote, immediately after the annual business meeting or Board of Directors meeting at which they are elected and throughout the year to allow for an orderly transition of responsibilities.

ARTICLE VI
COMMITTEES

6.0 Committees Generally. All Committees of the Board of Directors shall exercise such power and carry out such functions as are designated by these Bylaws or as delegated by the Board of Directors from time to time. Such committees shall be advisory only and subject to the control of the Board of Directors.

6.1 Standing Committees. Standing committees shall consist of the Education Committee, Media Committee, Young Physicians Committee, Development Committee, Research Committee, Program Committee and Membership Committee.

6.1.1 Education Committee is responsible for:

(a) Creation and maintenance of educational content

(b) Identification of areas of focus for the Society to provide education to its members, the medical community and the public

(c) Providing guidance to the Society for position statements, guidelines and best practices.

6.1.2 Young Physicians Committee is comprised of trainees and those who have completed their training within seven (7) years. They are responsible for:

(a) Engaging trainees and young attendings to generate interest in and advocate for the Society and sleep surgery as a whole

(b) Creating, identifying, and maintaining resources for fellows, trainees, and students who are or may wish to pursue a career in sleep surgery

(c) Facilitating the promotion of fellowship training

(d) Creating programming to support and promote Young Physicians.

6.1.3 Development Committee will be responsible for:

(a) Identifying opportunities, including philanthropy, to support the Society through financial and other required resource related means

(b) Engaging with industry, private entities or individuals.

(c) Providing guidance to the Board and the Society related to industry relationships to limit potential bias

(d) Serving as the liaison between the Society and industry representatives to facilitate communication.

6.1.4 Research Committee is responsible for:

(a) Identifying areas of need for research

(b) Providing guidance to investigators who request assistance with proposals or research initiatives.

(c) Engaging with the Education Committee for position statements, guidelines and best practices.

(d) Coordinating the research meeting held at the annual meeting or educational update

(e) Evaluating and selecting abstracts for the ISSS meetings

6.1.5 Media Committee is responsible for oversight over all media related to the Society including but not limited to social media, the website and the newsletter.

6.1.6 Program Committee is responsible for:

(a) Developing and managing the program for the annual meeting and educational update in conjunction with the research committee, organize the research meeting held at the annual meeting.

6.1.7 Membership Committee is responsible for:

(a) Expanding membership both within the United States and Internationally.
(b) Engagement with current membership.
(c) Development of initiatives to improve members experience within the Society

6.2 Subcommittee Committees. Subcommittees may be appointed by the Chair of the Board with the approval of the Board of Directors for such special tasks as circumstances warrant. A Subcommittee shall limit its activities to the accomplishment of the task for which it is appointed and shall have no power to act except such as is specifically conferred by action of the Board of Directors. Upon completion of the task for which appointed, such subcommittee shall stand discharged.

6.3 Quorum. Where not otherwise stated, a majority of the members of the committee shall constitute a quorum at any meeting of that committee. Each committee shall meet as often as is necessary to perform its duties. Meetings of any committee shall be held on the call of the Chair of the Board, the committee chairperson or any two or more committee members.

6.4 Vacancies. Vacancies in any committee shall be filled for the unexpired portion of the term in the same manner as provided in the case of original appointment.

6.5 Term of Office. The Chair and each member of a subcommittee shall serve for an initial two (2) year term subject to reappointment by Board or until such committee is sooner terminated or until he or she is removed, resigns, or otherwise ceases to qualify as a member of the committee. The chair and each member of a subcommittee committee shall serve for the life of the committee unless they are sooner removed, resign, or cease to qualify as members of such committee. Notwithstanding the foregoing, the chair of the Program Committee shall serve for an initial term of one (1) year. In addition, the Program Committee chair is expected to serve on the Program Committee for at least one (1) year before and one (1) year after their term as chair.

6.6 Expenditures. Any expenditure of corporate funds by a subcommittee committee shall require prior approval of the Board of Directors.

ARTICLE VII.

OFFICES

7.0 Offices. The principal office for the transaction of business of the activities and affairs of the Society is located in:

Veritas Association Management
1061 East Main Street, Suite 300
East Dundee, Illinois 60118

The Board of Directors (Board) may change the principal office from one location to another.

7.1 Branch Offices. Branch or subordinate offices may be established at any time by the Board at any place or places.

ARTICLE VIII
GENERAL PROVISIONS

8.0 Fiscal Year. The fiscal year of this Society shall end on the 31st day of December each year.

8.1 Annual Report. The Board of Directors shall cause an annual report to be sent to each Director of the Society no later than one hundred twenty (120) days after the close of the fiscal or calendar year. Such annual report shall be prepared in conformity with the requirements of the Georgia Nonprofit Corporation Law as such Law now exists and may hereafter be amended.

8.2 Gender. All pronouns and any variations thereof in these Bylaws shall be deemed to refer to masculine, feminine, neuter, singular or plural, except where the context clearly indicates otherwise.

ARTICLE IX.
INDEMNIFICATION

The Society shall, to the maximum extent permitted under the Nonprofit Public Benefit Corporation Law and general Georgia Corporation Law, as now or hereafter in effect, indemnify each person who is or was a Director or Officer or Member of the Society against expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with any proceeding arising against any one or more of them, based on their conduct as Directors or officers or Members, or by reason of the fact that any one or more of them is or was a Director or Officer or Member of the Society.

"Proceeding" means any threatened pending, or completed action or proceeding whether civil, criminal, administrative or investigative; and "expenses" includes without limitation attorney's fees and any expenses of establishing a right to receive indemnification from the Society.

ARTICLE X

GIFTS TO THE SOCIETY

10.0 Approval of Gifts. The Board of Directors reserve the right to approve the receipt as a gift of any real property, or of any other property which requires the Society to assume or satisfy any underlying loan secured by the property, or any monetary gifts which are restricted by the donor in a fashion which could place a continuing obligation on the Society.

10.1 Generally. The Society is authorized to accept and administer gifts made to the Society by donors who name or otherwise identify the Society in the instrument of gift or transfer. Gifts shall vest in the Society upon receipt and acceptance by it (whether signified by an officer, employee or agent of the Society). "Gift" includes the transfer of money or other property of any kind, real, personal or mixed, or any interest in property, and whether made by delivery, grant, conveyance, payment, devise, bequest, or any other method of transfer.

10.2 Terms of Gifts. Each donor by making a gift to the Society accepts and agrees to all the terms of the Articles of Incorporation and these Bylaws and provides that the fund so created shall be subject to the provisions for presumption of donors' intent, for modification or restrictions or conditions for amendments and termination, and to all other terms of the Articles of Incorporation and Bylaws of the Society, each as from time to time amended.

10.3 Restricted Gifts. Any donor may, with respect to a gift made by such donor to the Society, give directions in the instrument of gift or transfer as to (a) specific health care, charitable, educational or scientific purposes or particular charitable health care organizations to be supported, (b) manner of distribution, including amounts, times, and conditions of payments and whether from principal and/or income and (c) a name as a memorial or otherwise for a fund given, or addition to a fund previously held or anonymity for the gift.

10.4 Powers of Board of Directors. Notwithstanding any provision of these Bylaws or in any instrument of gift or transfer creating or adding to a fund of the Society, the Board of Directors shall have the power to modify any restriction or condition on the distribution of funds for any specified charitable purposes or to specified health care organizations, or on the manner of the distribution of such funds, if in the judgment and discretion of the Board of Directors, the purposes, object, restrictions or conditions specified in any donation become incapable or not reasonably susceptible of fulfillment, or not in the best interest of advancing the charitable, educational or scientific purposes of the Society. Any unusual gifts which require

continuing obligations on the part of the Society or restrictions which, on their face, may be incapable of fulfillment, be approved by the Board of Directors prior to acceptance.

10.5 Endowment. The Board of Directors shall have the authority, upon approval by a two-thirds, ⅔, majority of the Directors to establish one or more endowments for the benefit of the Society.

ARTICLE XI

WINDING UP AND DISSOLUTION

11.0 Dissolution. The Society may be dissolved and the plan for distribution adopted upon the two-thirds (2/3) vote of the Board of Directors.

11.1 Irrevocable Charitable Dedication. The property of the Society is irrevocably dedicated to charitable purposes. Upon the winding up and dissolution of the Society, its assets remaining after payment or adequate provision for payments of all debts and obligations of the Society shall be distributed in accordance with the plan of liquidation to an organization which is organized and operated exclusively for charitable purposes, exempt from federal income tax under Section 501(c)(3) of the Code, as the Board of Directors may select. In any event, no assets shall be distributed to any organization if any part of the net earnings of such organization inures to the benefit of any private person or individual, or if a substantial part of the activities of such organization is the carrying on of propaganda or otherwise attempting to influence legislation, or if the organization participates in, or intervenes in any political campaign on behalf of or opposed to any candidate for public office, or if the organization carries on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Code or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Code.

ARTICLE XII

AMENDMENTS

The Board of Directors shall have the exclusive power to amend, restate or repeal these Bylaws to adopt new Bylaws. The Board of Directors of this Society shall have the exclusive power to amend, restate or otherwise alter the Articles of Incorporation upon the two-thirds (2/3) vote of the Board of Directors.

CERTIFICATE OF THE SECRETARY

I, the undersigned, do hereby certify:

1. That I am the Secretary of International Surgical Sleep Society, Inc., a Georgia nonprofit public benefit organization;

and

2. That the foregoing Bylaws comprised of 21 pages constitute the Bylaws of said Society as duly adopted by the Board of Directors thereof on November 17, 2024.

IN WITNESS WHEREOF, I HAVE HEREUNTO SUBSCRIBED AND AFFIXED MY NAME on November 17 2024.

Lyndon Chan, Secretary