

# Society of Antimicrobial Stewardship Practices (SASPI) in India

## Bylaws

### ARTICLE I

#### NAME AND MISSION

The name of this Society shall be the Society of Antimicrobial Stewardship Practices (SASPI) in India, a nonprofit organization organized under the laws of State Uttarakhand. The SASPI is an organization of physicians, scientists, and other health care professionals dedicated to sharing knowledge about integrated antimicrobial stewardship practices (IAS) in India through conferences, publications, or other educational activities. The society promotes skills to various healthcare cadres through capacity-building workshops, fellowships, or digital tools, The society promotes the research and academics in various health sectors for better health and to develop national benchmarks on key indicators of IAS, to prepare and update regularly guidelines/guidance documents on the same, to establish collaboration with pertinent societies to enable a one-health approach, to Work with other societies including international ones for attaining the objectives, and to Advocate central and state Governments of India about real status and how to improve the IAS.

### ARTICLE II

#### MEMBERSHIP

##### Section 1

##### Membership Criteria.

The membership of the Organization shall consist of physicians, doctoral level scientists and other health care professionals dedicated to the field of IAS or associated disciplines through clinical practice, research, teaching, public health work, administration, or some combination of these activities. Membership shall not be denied or abridged because of sex, color, creed, race, religion, disability, ethnic origin, national origin, sexual orientation, age, or for any other reason unrelated to character or competence.

##### Section 2

##### Categories of Membership.

The categories of membership are defined below and include: Member, Fellow, Member-in- Training, Associate Member, and Medical Student or Resident Member. Some Members or Fellows may be further classified as honorary or emeritus.

Nomination for membership as a Fellow may be made by any Member or Fellow of the Society. Nomination for membership as a Member-in-Training must be made by the program director of an accredited IAS fellowship program. Members, Associates or Medical Student or Resident Members may join by direct application without nomination. Approval of applications for membership as a Member, Member-in-Training, Associate, or Medical Student or Resident Member will be the responsibility of the General Secretary in accordance with policies established by the Board of Directors. Applications for Fellowship status will be reviewed and approved by the Board of Directors.

**Member:** An individual is eligible to become a Member immediately upon completion of postdoctoral or equivalent training in IAS or a related field such as Internal medicine clinical pharmacology & clinical microbiology in addition, physicians/Nurses/Pharmacist/Scholar without formal training in IAS are eligible for membership if the majority of their professional activities are in the field of IAS. The essential criterion for membership is continuing identification with the field of IAS.

Members are full voting members of the Society. They may participate in and/or chair councils, committees, boards, and task forces and may hold elective office. They may nominate an individual for advancement to Fellowship.

**Fellow:** The purpose of the Fellow category of membership is to honor those SASPI members who have achieved professional excellence. To be elected to Fellowship in the SASPI, an individual must have demonstrated leadership and/or scholarship in the field of IAS or a related field. There should be clear direct or indirect evidence that the nominee

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has achieved peer recognition as a clinician/Health provider, educator, investigator, public health authority, or administrator in a field related to IAS. Examples of peer recognition include:

1. Serving as principal investigator of a competitive research grant
2. Service on national academic committees and/or review boards
3. Invitations to serve as faculty in national meetings
4. Publication of scholarly activity in peer-reviewed scientific journals
5. Leadership in hospital, medical center or community professional activities
6. Chairing relevant medical center committees or task forces
7. Implementation of local educational activities
8. Participation in the curriculum of IAS fellowships
9. Teaching IAS to residents in internal medicine, pediatrics, or other disciplines, or medical/Nursing/Pharmacy students.
10. Participation and leadership in the activities of either a state or regional chapter of the SASPI or in the national organization

Advancement to Fellowship is a responsibility of the Board of Directors. The Board of Directors will consider applications for advancement to Fellowship or direct appointment as a Fellow, from any Member or Fellow. Applications must be accompanied by a curriculum vitae and provide documentation that Fellowship criteria have been met.

Election as a Fellow in the Society requires a five-year period as a Member of the Society. In rare circumstances, and at the discretion of the Board of Directors, an individual may be considered prior to the standard five years waiting period as a result of an unusual degree of the productivity defined above. Fellows are full voting members of the Society. Fellows are eligible to participate in and/or chair councils, committees, boards or task forces and may hold elective office. They may nominate an individual for advancement to Fellowship.

**Member-in-Training:** Individuals are eligible to join the SASPI as a Member-in-Training as soon as they enter a postdoctoral program in Internal Medicine, clinical microbiology, clinical pharmacology, public health dept. or other related fields.

The essential criterion for appointment in this category is documentation that the applicant is participating in an accredited postgraduate training program. The application must be signed by the training program director attesting to the professional status of the applicant.

Members-in-Training may not vote or hold office.

**Associate Member:** The Associate Member category is intended to meet the professional needs of individuals without specific postdoctoral or equivalent training in IAS or a related field who wish to take advantage of the educational assets of the Society. Associates may attend the annual meeting or other educational activities without need of sponsorship by a member of the Society and are eligible for journals at member rates. Associate Members may not vote or hold office. Membership is granted by the after 3 year of associate membership one can apply for a regular member completion of a membership completion of a membership form and payment of annual dues.

**Medical Student or Resident Member:** A Medical Student or Resident with an interest in the field of IAS may join upon completion of a membership form and payment of whatever annual dues requirement, if any, established by the Board of Directors. Medical Student and Resident Members may not vote or hold office.

**Emeritus Member or Fellow:** A Member or Fellow will be eligible for Emeritus status upon attaining the age of 65 years and retiring from their professional activities in the field of IAS. At any age, an unexpected mental or physical disability or a professional decision resulting in cessation of IAS professional activities will be considered justification for consideration of Emeritus status. Emeritus Members will not be required to pay dues but may subscribe to Society journals at member rates. Emeritus Members may not vote or hold office. Approval of requests for emeritus status will

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be the responsibility of the General Secretary of the Society in accordance with policies established by the Board of Directors.

**Honorary Member or Fellow:** Any individual identified with the field of IAS or who has made substantive contributions to the field of IAS, will be eligible for election as an Honorary Member or Fellow. Such individuals may be nominated by any Fellow or Member of the SASPI. Recognition as an Honorary Member or Fellow will be at the discretion of, and will require a majority vote of, the Board of Directors.

### Section 3

#### Resignation, Forfeiture, and Expulsion.

1. **Resignation.** Any member in good standing may submit his or her resignation in writing to the Board of Directors.
2. **Forfeiture.** Any member who fails to pay annual dues promptly and remains in default after successive notices, shall automatically forfeit membership in the Corporation.
3. **Expulsion.** Board of Directors may initiate proceedings for expulsion of any member of the Corporation for due cause. Expulsion will be initiated by notification of the involved individual by registered mail of a copy of the charges against said individual. The notification will indicate the right of the individual to a hearing before Board of Directors. The individual notified will have a minimum of 30 days notice of said hearing. Expulsion hearings will be conducted by Board of Directors. At such hearing, a comprehensive airing of grievances will take place both by Board of Directors, witnesses for Board of Directors, the accused, and witnesses in support of the accused. Either or both parties may be represented by counsel. Subsequent to the hearing, a majority vote of Board of Directors is required for expulsion. Following majority vote of Board of Directors, majority vote of all present at the annual meeting of the Corporation will be required.

## ARTICLE III

### MEETINGS OF THE IAS

#### Section 1

##### Place of Meetings.

Any and all meetings including vertical of the members of the organization may be held at such place within or without the state of Uttarakhand as may be stated in the notice of the meeting.

#### Section 2

##### Annual Meeting of the IAS.

An annual meeting of members of the organization shall be held each year unless directed otherwise by Board of Directors. The Board of Directors shall determine place and time of the annual meeting.

The Society may organize and sponsor additional meetings, conferences, seminars, workshops, consensus meetings, and other activities deemed appropriate to meet the research, patient care, education, and public health mission of members of the Society. All such activities require approval by the Board of Directors. Board of Directors may delegate provisional approval authority to the President or vice president.

#### Section 3

##### Agenda for Annual Business Meeting.

The order of business at the annual meeting will be determined by consensus among the officers and Board of Directors. The final authority for the order of business, agenda items, and other details of the annual meeting rests with the President of the Society.

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### Section 4

#### Special Meetings of the Society.

The President, a majority of the members of the Board of Directors, or one-fifth or more of the membership (by petition), may call a special meeting of the Corporation.

### Section 5

#### Notice of Meetings of the Society.

All members will be given timely notice of all membership meetings of the Society. The President and Secretary will be responsible to ensure that the mechanisms of notification are appropriate to the urgency and agenda of the meeting. Notices will include the place, date, time, and purpose of the meeting.

### Section 6

#### Quorum.

At the Annual Meeting, or a special meeting, a quorum shall consist of those members with voting rights present and voting. For mail balloting, a quorum of one-fifth of all members with voting rights will be required.

### Section 7

#### Voting Procedure for the Society.

Voting on all matters may be conducted by mail, telephone call, electronic mail, or any other means of electronic or telephonic transmission; provided, that the member shall state, or submit information from which it can be determined, that the method of voting chosen was authorized by the member.

## ARTICLE IV

### BOARD OF DIRECTORS

#### Section 1

##### Powers and Qualifications.

The affairs of the Corporation shall be managed by a Board of Directors.

The Board of Directors will be responsible for all activities of the organization. Board of Directors will establish and maintain an administrative infrastructure appropriate to its professional activities. The Board of Directors will establish a system of councils, committees, boards and task forces to facilitate the mission of the Society. The leadership of such councils, committees, boards and task forces will be obligated to report their activities to the Board of Directors on a regular basis.

#### Section 2

##### Composition of Board of Directors.

The Board of Directors shall consist of a President, President-Elect, Vice President, Secretary, Joint-Secretary, Treasurer, and ten (10) Directors.

#### Section 3

##### Responsibilities of Board of Directors.

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The primary responsibilities of Board of Directors are to represent the interests of the diverse constituencies of the membership at all deliberations of Board of Directors, at all Society meetings, and in any other venue as directed by Board of Directors. Directors are expected to make every effort to attend, or participate in, all deliberations of Board of Directors.

At the discretion of the President, Executive Committee, or Board of Directors, individual Directors may be assigned liaison responsibilities with Society councils, committees, task forces, boards or associations, or may be asked to represent the Society with other professional or governmental organizations or agencies.

### Section 4

#### Terms of Office of Board of Directors Members.

All members of the Board of Directors are elected by the membership at large. Each year, voting will take place to elect a Vice President of the Society. In successive years that individual will, barring unforeseen circumstances, become President-Elect, then President, and then Immediate Past President. The individual shall serve as a voting member of Board of Directors during this four-year period.

The Society members with voting rights will elect a Secretary who will serve for a three-year period. The Society members with voting rights will elect a Treasurer who will serve for a three- year period and may be reappointed for an additional term based on recommendation and approval by the Board of Directors. Their terms of office will be different to ensure continuity.

The Society members with voting rights will elect eight designated Directors Each Board Director will serve for three years. The terms of office shall be staggered to ensure continuity.

Terms of office for all volunteer positions commence at the close of the Annual Meeting and end at the close of the respective Annual Meeting.

### Section 5

#### Removal of a Board of Directors Member (Officer or Board of Director).

Removal of a member of the Board of Directors must be for cause and requires a majority vote of the voting members of the Corporation present and voting at any official meeting of the organization, and the member of the Board of Directors shall be afforded an opportunity to be heard, either in person (physical/virtual) or in writing, prior to any such action.

### Section 6

#### Board of Directors Vacancy.

Should a position on the Board of Directors become vacant prior to the completion of the term of office of the individual in question, the Board of Directors will be obligated to see that the position is filled. The Board of Directors will nominate two or more individuals for the vacant position. All members with voting rights will be notified, and a vote of the members with voting rights conducted. The individual elected will serve the remainder of the unexpired term of the individual who vacated the position.

### Section 7

#### Quorum and Voting.

A majority of the members of the Board of Directors provided for herein shall constitute a quorum for the purpose of transacting business. An act of the Board of Directors is considered official if a quorum is present and is approved by a majority vote of those members of the Board of Directors present and voting.

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### Section 8

#### Notice of Meetings of Board of Directors.

One meeting of the Board of Directors shall be held close to the time of the Annual Meeting of the members of the Corporation. Other meetings will be held as deemed necessary to conduct the business of the Corporation. Meetings other than the Annual Meeting may be called by the President or the Executive Committee. The General Secretary Director may request such meeting(s). The Board of Directors will be notified of such requests.

All members of Board of Directors will be notified of meetings of Board of Directors at least 7 days in advance. The meeting notice will include the place, date, time, and duration of said meeting.

### Section 9

#### Waiver of Notice.

Notice of the time, place, and purpose of any meeting of the Board of Directors may be waived in writing either before such meeting is held or after the meeting has been held. Neither the business transacted, or to be transacted at, nor the purpose of any such meeting shall be specified in such waiver of notice. Attendance at a meeting shall constitute waiver of notice.

## ARTICLE V OFFICERS

### Section 1

#### Officers.

The Officers of the Corporation shall consist of a President, President-Elect, Vice President, Immediate Past President, Secretary, and Treasurer. The President-Elect, Vice President, Immediate Past President, Secretary, and Treasurer shall be voting members of the Board of Directors.

**President:** The President shall preside over all meetings of the members of the Corporation and shall act as Chair of the meetings of the Board of Directors. The President and officers shall have oversight over the administrative infrastructure of the Society. The President shall serve as a voting member of the Annual Meeting Program Committee. The President will respond to requests for action by the Chairs of councils, committees, boards, and taskforces. Substantive issues will be brought to the Board of Directors by the President. The President will represent the Society as requested at regional and national meetings of sister societies, governmental bodies, and other relevant organizations as well as at regional meetings of the Society. Barring unforeseen circumstances, the President shall serve on the Board of Directors for an additional year, as a voting member, as Immediate Past President with initiation of the term immediately upon completion of duties as President.

**President Elect:** The President Elect shall perform the duties and exercise the powers of the President in the absence of, or disability of the President. The President Elect, barring unforeseen circumstances, will succeed the incumbent President.

**Vice President:** The Vice President shall perform the duties and exercise the powers of the President Elect in the absence of, and/or disability or, the President Elect. Barring unforeseen circumstances, the Vice President will become the President Elect after a period of one year and then after another year as President Elect, he/she will serve as President. In the event of disability, resignation, or death of the President and President Elect, the Vice President shall assume the office of the President until the Board of Directors arranges to fill the vacancy to fill the vacancy by means of a ballot the membership.

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**Secretary:** The Secretary will attend all meetings of the membership of the Corporation, the Board of Directors, and the Secretary-Treasurer shall be responsible that official minutes of these proceedings are maintained. The Secretary will be responsible for insuring that all official balloting activities of the Society are conducted in a manner prescribed by the Bylaws, and for overseeing membership development and the fellowship recognition program.

**Joint-Secretary:** The Joint-Secretary shall perform the duties and exercise the powers of the Secretary in the absence of, and/or disability, and/or in work divisions. Barring unforeseen circumstances, the Joint-Secretary shall assume the office of the Secretary until the Board of Directors arranges to fill the vacancy to fill the vacancy by means of a ballot the membership.

**Treasurer:** The Treasurer will ensure a full and accurate accounting of all receipts and disbursements from the treasury of the Corporation. The Treasurer will be responsible for overseeing the budget process and the financial audit. The financial status of the Society will be reviewed by the Treasurer for all members of the Corporation at the time of the Annual Meeting.

In the event of disability, resignation, or death of the President, President Elect, and Vice President, the Secretary, Joint-Secretary or Treasurer, whoever is senior in tenure, shall assume the Office of the President until such time the Board of Directors arranges for an official ballot to fill the vacancy.

### Section 2

#### Method of Election.

A Vice President, and when necessary, a Secretary or Treasurer, shall be elected by the membership. The membership will vote on a slate of two or more candidates for each vacant leadership position.

### Section 3

#### Term of Office.

The President, President Elect, and Vice President shall hold office for a term of one year. The Secretary, Joint-Secretary, and Treasurer shall hold office for three years. Barring unforeseen circumstances, the Vice President shall automatically become the President Elect and after a period of one year, will automatically become the President. The President is not eligible to succeed himself or herself. Volunteer terms of office are based upon the Annual Meeting calendar (i.e., new Officers, Board of Directors, assume office at the close of the Annual Meeting and run through the following year's Annual Meeting).

### Section 4

#### Vacancies.

The Board of Directors shall have the power to initiate action to fill any vacancy in any office. The Board of Directors will generate a list of candidates by whatever means it deems appropriate. Two or more candidates for the vacant position will then be submitted to the voting members for a vote. The elected individual will serve the unexpired term of the vacant position.

### Section 5

#### Resignation.

Any Officer or Director may resign his/her office by submitting a letter of resignation to the Board of Directors. Should an Officer or Director no longer be a member of the Corporation for any reason, the Officer or Director shall be deemed to have resigned the position previously held.

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COUNCILS, COMMITTEES, STATE AND REGIONAL SOCIETIES, TASK FORCES AND ASSOCIATIONS

The Board of Directors may establish councils, committees, boards, task forces, associations or other groups it deems necessary to carry out the activities of the Society.

All councils, committees, boards, task forces or associations will have a defined mission statement and operational rules as generated by the Board of Directors and the Executive Director. It will be the responsibility of the chair of any duly constituted group to report all activities to the Board of Directors.

The Board of Directors will, on a regular basis, solicit volunteers from the membership to serve on councils, committees, and taskforces.

### Section 1

#### Standing Committees.

Standing committees may be established to discharge necessary governance functions and to conduct permanent, ongoing activities of the Society. Establishment or cessation of a standing committee will require a change in Bylaws and vote of the membership. Each standing committee will include in its membership at least one member of the Board of Directors.

The Board of Directors will establish and maintain the following standing committees:

#### **Executive Committee of the Board of Directors.**

Composition: Executive Committee of the Board of Directors shall consist of the President, Vice President, President Elect, Secretary, Joint-Secretary and Treasurer.

The Executive Committee will be responsible for the management and direction of the Corporation and conduct the affairs of the Corporation during the intervals between meetings of the Board of Directors; for assisting the President in the oversight of the administrative infrastructure of the Society; for serving as an advisory body to the President; and for reporting all of its actions to the Board of Directors for review and/or approval.

Meetings: The Executive Committee will meet on a schedule determined by the President. Additional meetings may be called for in unusual circumstances by petition of any two members of the Executive Committee. A binding vote of the Executive Committee requires that a majority (four) of the members be present and concur.

#### **Director 1 - Leadership Development Committee**

Composition: The Leadership Development Committee shall consist of a chair, vice chair and up to 15 members appointed by the Board of Directors. Members will serve for three years. The terms of the committee members will be staggered so that the appropriate number of new members will be appointed each year.

Functions: The Leadership Development Committee will be responsible for identifying and cultivating Society ASP leaders; overseeing the process to solicit candidates for elected officer, director positions, committee chair and vice chair positions, and committee members; presenting a candidate to the Board of Directors for approval; and making recommendations to the Board of Directors on the nominations and election process.

Meetings: The Annual Meeting Program Committee will meet as frequently as is appropriate to its mission, with a minimum of one meeting per year.

#### **Director 2 - Annual Meeting Program Committee**

Composition: The Annual Meeting Program Committee shall consist of the chair, vice chair, past chair and a sufficient number of members with interests and expertise that reflect the diverse scientific, clinical, epidemiologic and other educational needs of the SASPI membership. Members will serve for three years. The terms of committee members will



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be staggered so that one-third of the committee membership will be replaced each year.

Functions: The Annual Meeting Program Committee will be responsible for planning and implementing the Annual Meeting of the Society; for ongoing review of its effectiveness in terms of meeting the educational needs of the members and educational objectives of the Society; and for making recommendations to the Board of Directors for any significant changes it deems necessary to maintain or enhance the quality of the meeting.

Meetings: The Committee will meet as frequently as is appropriate to its mission, with a minimum of one meeting per year.

### **Director 3 - Investment Committee**

Composition: The Investment Committee shall consist of a chair and six members. The chair and members will serve for three years. The terms will be staggered so that two new members will be appointed each year.

Functions: The Investment Committee will be responsible for overseeing the management of Society's financial reserves and investments; and for making recommendations to the Board of Directors on investment policies and broad financial policies relating to the maintenance of appropriate financial reserves.

Meetings: The Investment Committee will meet as frequently as is appropriate to its mission, with a minimum of one meeting per year.

### **Director 4 - Publications Committee**

Composition: The Publications Committee shall consist of a chair and nine members. The chair and members will serve for three years. The terms will be staggered so that two new members will be appointed each year. In addition, a member of Board of Directors shall serve on the committee with vote. The Editors of the journals of the Society will serve as non-voting members of the committee.

Functions: The Publications Committee will be responsible for overseeing the publication of the Society's scientific journals; for reporting to the Board of Directors, at least annually, regarding the editorial and financial status of the journals; and for making recommendations to the Board of Directors on substantive editorial policy issues and financial matters.

Meetings: The Publications Committee will meet as frequently as is appropriate to its mission, with a minimum of one meeting per year.

### **Director 5 - Research Committee**

Composition: The Research Committee shall consist of a chair and six members. The chair and members will serve for three years. The terms will be staggered so that two new members will be appointed each year.

Functions: The Research Committee will be responsible for overseeing the management of Society's research activities by each member and executives on ASP; and for making recommendations to the Board of Directors on research policies.

Meetings: The Research Committee will meet as frequently as is appropriate to its mission, with a minimum of one meeting per year.

### **Director 6 - Training Committee**

Composition: The Training Committee shall consist of a chair and six members. The chair and members will serve for three years. The terms will be staggered so that two new members will be appointed each year.

Functions: The Training Committee will be responsible for overseeing the management of Society's training activities

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by each center, fellows, member and executives on ASP; and for making recommendations to the Board of Directors on training policies.

Meetings: The Training Committee will meet as frequently as is appropriate to its mission, with a minimum of one meeting per year.

### **Director 7 - Quality & Ethics Committee**

Composition: The Quality & Ethics Committee shall consist of a chair and six members. The chair and members will serve for three years. The terms will be staggered so that two new members will be appointed each year.

Functions: The Quality & Ethics Committee will be responsible for overseeing the management of Society's quality and ethical issues; and for making recommendations to the Board of Directors on its policies.

Meetings: Quality & Ethics Committee will meet as frequently as is appropriate to its mission, with a minimum of one meeting per year.

### **Director 8 - Practice Guideline Committee**

Composition: The Practice Guideline Committee shall consist of a chair and six members. The chair and members will serve for three years. The terms will be staggered so that two new members will be appointed each year.

Functions: The Practice Guideline Committee will be responsible for overseeing the management of Society's activities by each executives/members in preparing ASP practice guidelines and dissemination to ground workers; and for making recommendations to the Board of Directors on its policies.

Meetings: The Practice Guideline Committee will meet as frequently as is appropriate to its mission, with a minimum of one meeting per year.

### **Director 9 - Public Health Committee**

Composition: The Public Health Committee shall consist of a chair and six members. The chair and members will serve for three years. The terms will be staggered so that two new members will be appointed each year.

Functions: The Public Health Committee will be responsible for overseeing the management of Society's activities by each member and executives on ASP towards betterment of public health and public participation in a good way; and for making recommendations to the Board of Directors on its policies.

Meetings: The Public Health Committee will meet as frequently as is appropriate to its mission, with a minimum of one meeting per year.

### **Director 10 - Nursing Steward Committee**

Composition: The Nursing Steward Committee shall consist of a chair and six members. The chair and members will serve for three years. The terms will be staggered so that two new members will be appointed each year.

Functions: The Nursing Steward Committee will be responsible for overseeing the management of Society's activities by each member and executives on ASP towards making nurses a better ASP steward in each hospital in own area; and for making recommendations to the Board of Directors on its policies.

Meetings: The Nursing Steward Committee will meet as frequently as is appropriate to its mission, with a minimum of one meeting per year.

## **Section 2**

### **Assembly of State and Regional Societies.**

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The Society will conduct an annual Assembly of State and Regional Societies for the purpose of addressing issues of mutual concern; to foster communication between the State and Regional Societies and the SASPI Board of Directors; and to make recommendations to the SASPI Board of Directors on State and Regional Society activities.

There will be a three-person Steering Committee to oversee the Assembly. It will be responsible for planning the annual assembly meeting; for recommending any necessary procedures and rules regarding the conduct of the Assembly and the participation of state and local societies in the Assembly; and for reporting to the SASPI Board of Directors on the activities of the State and Regional Societies. It will consist of a chair, chair-elect, and past chair. The Assembly will elect a chair-elect each year to serve a three-year term on the Steering Committee.

The SASPI Board of Directors will assign one of its members to serve as a liaison representative to the Assembly of the State and Regional Societies.

### ARTICLE VII

#### MANAGEMENT AND ADMINISTRATION

##### Section 1

##### Operating Officer.

The Chief Operating Officer (COO) serves as the chief operating officer of the Society serves with responsibility for managing headquarters, implementing policy decisions made by the Board of Directors, and executing the programs of the Society. In addition, the COO works with the President and other officers to plan and execute new programs and other activities not expressly delegated to others. The COO serves as a non-voting member of: the Board of Directors, the COO, and all standing committees. The COO will attend all Board of Directors meetings and participate in Executive Committee meetings. With prior approval of the President, the COO will have discretionary power to attend any other official meeting of a committee or task force or represent the Society at other functions.

##### Section 2

##### Vacancy.

Should a vacancy occur, the Executive Committee of the Board of Directors will be responsible for selection of candidates for the position of COO. Final appointment of an individual to this position will require approval of Board of Directors.

### ARTICLE VIII

#### INDEMNIFICATION

The directors, officers, committee members, employees, and other volunteers of the SASPI shall be indemnified and held harmless by the SASPI from and against any and all expenses (including attorneys' fees and disbursements) and claims for liability arising in connection with their positions or activities on behalf of the SASPI to the full extent permitted by law.

### ARTICLE IX

#### AMENDMENT OF BYLAWS

These Bylaws may be amended, altered, changed, added to, or repealed by the affirmative vote of at least two-thirds of the voting members of the Corporation present and voting at any regular or special meeting of such members, if notice of the proposed amendment is contained in the notice of the meeting; or by affirmative vote of at least two-thirds of those voting by mail ballot. Upon the written request of at least 10% of the voting members, the Board of Directors will submit to the next meeting of the members, whether regular or special, any proposed amendment of the Bylaws.

(July 01, 2022)