

1
2

Bylaws of the WORLD SLEEP SOCIETY INC.

3 *This instrument constitutes the Bylaws of the organization WORLD SLEEP*
4 *SOCIETY INC., adopted for the purpose of regulating and managing the internal*
5 *affairs of the corporation as an IRC Section 501(c)(3) org*

6 **Article I: Offices**

7 **Section A. Registered Office**
8

9 The WORLD SLEEP SOCIETY shall at all times maintain in the State of Minnesota a
10 registered agent, whose business office shall be the registered office of the WORLD SLEEP
11 SOCIETY.
12

13 **Section B. Other Offices**
14

15 The WORLD SLEEP SOCIETY may also have such other offices as designated by the
16 governing council as the business and affairs of the WORLD SLEEP SOCIETY and World
17 Sleep Foundation, 501 (c) (3) organization may require.

18 **Article II. Purposes**

19 **Section A. Nature of Corporation**
20

21 The WORLD SLEEP SOCIETY nonprofit corporation shall be operated in accordance with
22 the meaning and provisions of Section 501(c)(3) of the Internal Revenue Code and the
23 regulations issued thereunder.

24 **Section B. Primary Purposes**
25

26 The goal and purpose of the WORLD SLEEP SOCIETY is to advance knowledge about
27 sleep, circadian rhythms, sleep health, and sleep disorders worldwide, especially in those
28 parts of the world where this knowledge has not advanced sufficiently. This endeavor will
29 promote clinical and scientific information for scientists, health care personnel, and the
30 general public. The WORLD SLEEP SOCIETY will foster international exchanges among
31 scientists, physicians, psychologists, nurses, physician assistants, technologists, and other
32 medical and research personnel interested in the sleep field. In this manner it is expected
33 that sleep science and medicine can advance for all populations to improve the quality of life
34 of individuals throughout the world. The WORLD SLEEP SOCIETY will promote world-wide
35 sleep health by advancing public education, supporting public policies related to sleep
36 health, and supporting sleep research.
37

38 **Article III: Structure and Governance**
39

40 The following paragraphs describe the WORLD SLEEP SOCIETY organizational structure and

41 governance. The WORLD SLEEP SOCIETY is composed of five (5) basic components:

- 42 (A) Officers
- 43 (B) Elected Council Members
- 44 (C) Societies' Council Delegates
- 45 (D) Societies House of Delegates
- 46 (E) Individual Members

47

48 The WORLD SLEEP SOCIETY is overseen by **Officers** and a **Governing Council**.

49 Officers include the following:

- 50 (A) President
- 51 (B) Secretary
- 52 (C) Treasurer
- 53 (D) President elect
- 54 (E) Immediate past president (ex-officio)

55

56 The Governing Council is composed of the following:

- 57 (A) Six (6) Elected Council Members
- 58 (B) Six (6) Societies' Council Delegates

59

60 The six (6) Elected Council Members are elected by a simple majority of WORLD SLEEP's
61 Individual Members. The six (6) Societies' Council Delegates Societies are chosen by the Sleep
62 Societies House of Delegates.

63

64 During the first four years, the WORLD SLEEP SOCIETY's officers will be appointed by the
65 Governing Council. A simple majority for each position is required. After the first four years,
66 pursuant to making the WORLD SLEEP SOCIETY more democratic, the officers will be elected
67 by the WORLD SLEEP SOCIETY's individual members.

68

69 The Governing Council structure should be reviewed every 4 years, although it can be changed
70 through changes in bylaws that will normally be considered on a biennial basis. The number of
71 Elected Council Members and Societies' Council Delegates may be increased (but kept equal to
72 one another) to improve geographic representation of the world's sleep community. Such
73 changes can be proposed by officers and must receive a two thirds (2/3rds), or more, vote by
74 the Governing Council. This extended Governing Council would immediately assume all of the
75 responsibilities of the prior governing council and adjustments would be made by amending the
76 bylaws.

77

78 All WORLD SLEEP SOCIETY Officers and Governing Council terms of office are two (2) years.
79 Each officer and member of the Governing Council has one vote in all matter concerning
80 proposals brought forth involving program initiatives, official policies, committee appointments,
81 committee recommendations, and changes in governance. Industry representatives cannot
82 serve on the Governing Council or as Officers. Individuals assume the position to which they
83 were elected at the end of each biennial WORLD SLEEP SOCIETY Congress. An individual
84 may not concurrently hold more than one position as an officer or on the Governing Council.
85 The president may serve only one term as president. An individual may serve as an Officer or
86 on the Governing Council for no more than 6 years (except for the president-elect who may
87 ascend to the presidency to serve as president one additional 2-year term.

88

89 The organizations shall also have an executive director who will manage the affairs of the
90 organization, direct the organizations staff, and work with the Officers to manage the WORLD
91 SLEEP SOCIETY's activities and initiatives. The executive director will be appointed by the

92 WORLD SLEEP SOCIETY's Officers and the executive director's contract renewal must be
93 ratified by the Governing Council every 4 years.

94 **Section A. Officers**

95
96 The president, president-elect, secretary, and treasurer will constitute the voting members of
97 the **executive committee**. The executive committee is responsible for the administration of
98 the WORLD SLEEP SOCIETY and can act for the society in establishing its legal status.

99 The executive committee may designate other persons to assist with specific society
100 functions; however, they may not delegate authority to these individuals. Members of the
101 executive committee have the exclusive executive powers granted to them by the bylaws
102 and general procedures. Any voting member of the Executive Committee may propose a
103 motion. If it is seconded by another voting member, a vote will be taken following discussion
104 to accept or reject the motion. A simple majority will decide the result. Any member can
105 request it be a secret vote. Executive Committee meetings are private with respect to
106 attendance; however, the minutes will be posted on the website. Others may be present and
107 participate in discussions at the invitation and approval of the Executive Committee. The
108 invitation may extend to the entire meeting or just part. To transact executive committee
109 business a three (3) member quorum must be present for the vote. The executive committee
110 will meet one (1) or more times per year and will hold regularly scheduled telephone
111 conferences monthly. The Executive Committee is empowered to make decisions ordinarily
112 made by and authorized by the Governing Council when action needs to be taken between
113 Governing Council meetings. All actions taken by the Executive Committee shall be reported
114 and voted on by the Governing Council at its next scheduled meeting. Those actions must
115 be approved by a simple majority vote of the Governing Council in order to be continued.

116
117 The term of office for each Officer is 2 years. The president can serve only one term as
118 president. The President-elect must not have been an Officer or on the Governing Council
119 for more than 4 years. The President-elect will automatically be advanced to the position of
120 President. If the President-elect is unable to assume this office, a new President will be
121 elected; in the interim, the executive committee will appoint one of the officers to temporarily
122 serve as President.

123
124 The Nominating Committee will determine the names and eligibility of individuals placed on
125 the ballot for election as Officers and Elected Council Members before the last day of the
126 biennial WORLD SLEEP SOCIETY Congress.

127
128 The Membership Committee will set Individual and Society Membership annual dues and
129 establish special dispensation criteria (e.g., reduced dues for individuals or sleep societies;
130 and societies in exchange for their mailing lists and advertising/promotion of the World
131 Congress), for each membership category.

132 **1. President**

133
134 The President is the official spokesperson of the WORLD SLEEP SOCIETY and acts
135 on its behalf as authorized by the Governing Council or as otherwise required when
136 authorization of the Governing Council is not feasible.

137 **2. The Secretary**

138
139 The secretary takes and/or verifies the minutes of all General Membership,

140 Governing Council meetings, and Executive Committee Meetings. These notes are
141 transmitted after review for acceptance to meeting attendees. The Secretary is also
142 responsible for preparing an annual report under direction of the President and with
143 participation by all required members and officials of the society.

144 **3. Treasurer**

145
146 The treasurer is responsible for preparing an annual financial statement, for
147 overseeing and keeping track of all funds, receipts, and expenditures of the WORLD
148 SLEEP SOCIETY. The treasurer is responsible for ensuring that all expenses accord
149 with the adopted budget. The treasurer will also maintain a record of all dues
150 received and delinquent. This information will be transmitted to Officers, Governing
151 Council, and general membership annually.

152 **4. President-Elect**

153
154 The president-elect will assist, under the direction of the president, in performing
155 presidential duties.

156 **5. Past President (Ex-Officio)**

157
158 The past-president will serve in ex-officio capacity to assist, and under the direction
159 of the president, in performing presidential duties. The past-president will mainly
160 serve as a consultant, provide advice, and provide continuity.

161 **Section B. Elected Council Members**

162
163 There are 6 Elected Council Members on the Governing Council. The Elected Council
164 Members will be elected by WORLD SLEEP SOCIETY's individual members who have paid
165 their dues and are in good standing. The Elected Council Members will represent different
166 regions (based on the member's legal residence). Initially (for the first four years) there will
167 be one each from Europe, North America, South or Central America, Asia or Australia, and
168 Africa, appointed by the World Association for Sleep Medicine's Executive Committee. After
169 the first four years, the Governing Council can vote to increase or decrease the number and
170 geographic distribution of Elected Council Members; however, the total number of Elected
171 Council Members must be equal to the number of Societies' Council Delegates.

172 **Section C. Societies' Council Delegates**

173
174 There are 6 Societies' Council Delegates on the Governing Council. The Societies' Council
175 Delegates represent different sleep societies. The Societies' Council Delegates will be
176 elected by the Societies' House of Delegates. There can be only one delegate from a given
177 society. No single individual can represent more than one society. Initially (for the first four
178 years), the 6 Societies' Council Delegates will be the presidents or their designees from the
179 American Academy of Sleep Medicine, the Sleep Research Society, the European Sleep
180 Research Society, the Canadian Sleep Society, the Australasian Sleep Association, and the
181 Asian Sleep Research Society. After the first four years, the Governing Council can vote to
182 increase or decrease the number of Societies' Council Delegates; however, the total number
183 of Societies' Council Delegates must always remain equal to the number of Elected Council
184 Members. Additionally, after the first four years, the Societies House of Delegates will chose
185 which societies will send delegates to the Governing Council.

186 **Section D. Societies House of Delegates**

187
188 Clinical and Scientific Societies with relevance to sleep can become members of the
189 WORLD SLEEP SOCIETY house of society delegates. To join, the president or chairperson
190 of the society must submit a completed societal membership application. There is no
191 payment to the WORLD SLEEP SOCIETY to become a society member; however, WSS
192 requests that societies provide their email lists and advertise/promote the World Congress.
193 The society's members receive free access to online Sleep Medicine Journal and
194 discounted registration fees for the World Congress. Each society's application will be
195 reviewed by the Societies' Council Delegates and a recommendation regarding acceptance
196 will be sent to the Governing Council and Executive Committee for ratification. Societies with
197 accepted and ratified membership applications will become members of the Societies House
198 of Delegates. Unless otherwise specified, the accepted society's president, chairperson, or
199 designee will serve as that society's representative to the Societies House of Delegates.
200 Each member society will have one (1) delegate and one (1) vote in the Societies House of
201 Delegates. The Societies House of Delegates will select and elect (by simple majority) the
202 individuals to serve as Societies' Council Delegates.

203 **Section E. Individual Members**

204
205 As part of the endeavor to advance knowledge about sleep, circadian rhythms, sleep health,
206 and sleep disorders, worldwide, WORLD SLEEP SOCIETY membership is open to
207 scientists, physicians, dentists, psychologists, physiologists, anatomists, pathologists,
208 nurses, physician assistants, technologists, other allied health personnel, and other medical
209 and research personnel interested in sleep. WORLD SLEEP SOCIETY is also open to the
210 public health officials, government representatives, health organization administrators,
211 patient support group members, and the general public as affiliated non-voting members.
212 Student memberships and special dispensation for individuals from economically
213 underprivileged countries are also available. The membership committee will establish
214 membership categories and fees.

215 **Article IV. Election and Succession Process**

216
217 Elections will be held approximately every two (2) years in coordination with the biennial
218 WORLD SLEEP SOCIETY Congress. Individuals and Societies Council Delegates may vote at
219 the meeting or in advance by ballot.

220
221 After the first four years, the Officers and Elected Council Members will be elected by a simple
222 majority of paid-up Individual Members in good standing. The Societies' Council Delegates will
223 be elected by the representatives of paid-up societies to the Societies House of Delegates.
224

225 The Nominating Committee will determine the names and eligibility of individuals placed on the
226 ballot as candidates for Officers and Elected Council Members. Ballots will consist of all
227 individuals designated by the nominating committee for each office or position. Candidate
228 names for each office or position will be listed alphabetically. The election will be accomplished by
229 a secret ballot of the paid-up individual members, completed on or before the last day of the
230 biennial WORLD SLEEP SOCIETY Congress.

231
232 The Societies' Council Delegates will be elected by the Societies' House of Delegates. The
233 election of Societies' Council Delegates must be completed within two weeks after the biennial

234 WORLD SLEEP SOCIETY Congress.

235

236 If during a term, the President is unable to continue to serve, the President-elect will become
237 President and complete the term. The President-elect will then continue for the next term as
238 President. If the President-elect acting as President is unable to assume the office or becomes
239 unavailable, the remaining members of the Governing Council shall choose an individual to
240 complete the term.

241

242 All other Officer and positions on the Governing Council falling vacant during a term will be filled
243 by a vote of the Governing Council. Time served during partial-terms by WORLD SLEEP
244 SOCIETY Officers or Governing Council Members will not be counted toward term limits.

245 **Article V: Committees**

246

247 The WORLD SLEEP SOCIETY will have two types of committees: Permanent Standing
248 Committees and Presidential Committees. The president or designee of another officer by the
249 president will act as an ex-officio member of each committee.

250

251 Standing Committees chairs will be suggested by the Executive Committee subject to
252 ratification by the Governing Council. These permanent Standing Committees perform
253 continuing functions and service required by the society. Committee members serve at the
254 pleasure of the Officers and Governing Council. Membership of all committees must be ratified
255 biennially by the Officers and Governing Council.

256

257 Presidential Committees will be appointed by the president on an as-needed basis to perform
258 specific functions. Presidential Committees will address issues of interest to the membership
259 and to fulfill Society functions. The name, composition, and mandate of such committees will be
260 decided by the President, subject to ratification by the Governing Council. These committees
261 must not duplicate the function of any of the standing committees. Presidential Committees will
262 be commissioned for a maximum of two (2) years.

263 **Section A. The Nominating Committee**

264

265 The Nominating Committee will determine the names and eligibility of individuals placed on
266 the ballot for election as Officers and Elected Council Members. Under normal
267 circumstances, elections will be held for all Officer and Elected Council Member positions,
268 except president (because the president-elect ascends to presidency) every two years. The
269 Nominating Committee will be chaired by a member who is not currently on the Governing
270 Council. There must be at least 4 members of the Nominating Committee and 50% (or
271 more) of the Nominating Committee members must be neither current Officers nor members
272 of the Governing Council. Members of the Nominating Committee may not nominate
273 themselves to be Officers of the WORLD SLEEP SOCIETY. The Chairperson is appointed
274 by the Executive Committee and must be ratified by the Governing Council.

275

276 The Nominating Committee is responsible for the following:

277

278 ✓ Announcing the upcoming election no less than four months prior to the beginning of
279 voting

280 ✓ Preparing a ballot for the election

281 ✓ Placing on the ballot individuals getting at least ten nominations by paid-up individual

282 members of the WORLD SLEEP SOCIETY, received no later than one month before the
283 commencement of voting
284 ✓ Ensuring least two candidates are put on the ballot for every position of the Elected
285 Council Members, the president-elect, the secretary, and the treasurer.

286 **Section B. The Congress Program Committee**

287
288 The Congress Program Committee will be responsible for all aspect of organizing,
289 conducting the WORLD SLEEP SOCIETY Congress that normally occurs at least once
290 every other calendar year. The Congress Program Committee will include the President, the
291 President-elect, two Elected Council Members and two (2) Societies' Council Delegates.
292 The Congress Program Committee may also submit for Governing Council approval "Local"
293 Members who reside and/or are active in sleep societies in the region where the biennial
294 WORLD SLEEP SOCIETY Congress. The Chairperson is appointed by the Executive
295 Committee and ratified by the Governing Council.
296

297 **Section C. The WORLD SLEEP Day Committee**

298
299 The WORLD SLEEP Day and Public Relations Committee functions to help promote sleep
300 health worldwide. The committee helps organize, support, and coordinate activities to inform
301 the general public about the importance of healthy sleep and sleep disorders. The WORLD
302 SLEEP Day Committee will have a Chairperson, Co-chair, and a variable number of other
303 members. The Chairperson is appointed by the Executive Committee and ratified by the
304 Governing Council.

305 **Section D. The Examination Committee**

306
307 The Examination Committee will oversee the International Sleep Specialist Board
308 Examination content development, preparation, proctoring, results analysis, and question
309 bank maintenance. The WORLD SLEEP SOCIETY Examination Committee have a
310 Chairperson, a Co-chair, and three (3) other content area experts. Each member must
311 provide a non-disclosure affidavit to assure the question bank security. Security of the
312 question bank and security during the entire examination process is critically important. The
313 Chairperson is appointed by the Executive Committee and ratified by the Governing Council.

314 **Section E. The Education Committee**

315
316 The WORLD SLEEP SOCIETY Education Committee develops and reviews sleep health
317 and sleep medicine educational materials for posting on the website. These materials are
318 designed for individual self-paced learning. In this capacity members of the Education
319 Committee will prepare, solicit, and appraise materials submitted as part of the WORLD
320 SLEEP SOCIETY'S global sleep education initiative. The Education Committee will also
321 maintain and update the WORLD SLEEP SOCIETY Sleep Medicine Curriculum. This
322 curriculum is maintained in general accordance with ACGME guidelines and current
323 standards of practice. The curriculum represents and ongoing project and the Education
324 Committee will work to populate the website with educational materials focused on the
325 content areas listed in the curriculum. In this manner the WORLD SLEEP SOCIETY
326 educational website will provide high-quality information concerning sleep medicine,
327 worldwide. Finally, the Education Committee will develop and post FAQ materials on
328 specific topics that relate to information either requested by inquiry or that address issues of

329 public interest related to sleep health and sleep disorders. The Chairperson is appointed by
330 the Executive Committee and ratified by the Governing Council.

331 **Section F. The Membership Committee**

332
333 The Membership Committee establishes Individual Membership categories and reviews all
334 applications for individual membership. The results and recommendations based on this
335 review will be forwarded to the Governing Council for final action. Individuals desiring
336 membership in the WORLD SLEEP SOCIETY must submit a written application to the
337 Membership Committee. The Membership Committee will review the application and forward
338 their recommendation to the Governing Council for ratification. Society desiring membership
339 in the WORLD SLEEP SOCIETY must complete a written application to the House of
340 Delegates. The House of Delegates will review the application and forward their
341 recommendation to the Governing Council for ratification.

342
343 Individuals or Society Members can be removed from membership by a vote of 75% or more
344 of the Governing Council.

345
346 The Membership Committee will maintain records of Individual and Society Memberships,
347 dues status of both individual and society members, and be responsible for sending renewal
348 notices. The chairperson of the Membership Committee will submit an annual report of
349 membership at the biennial WORLD SLEEP SOCIETY Congress. The Chairperson is
350 appointed by the Executive Committee and ratified by the Governing Council.

351
352 Initially, for the first four years, the WORLD SLEEP SOCIETY will include all members of the
353 World Association of Sleep Medicine (WASM) and all member societies of the World
354 Federation of Sleep Research (WFSRS). These individuals will continue as members of the
355 WORLD SLEEP SOCIETY provided they pay their dues.

356 **Section G. The Publication and Website Committee**

357
358 The Publication Committee provides the WORLD SLEEP SOCIETY with a liaison to its
359 affiliated journal. The Committee also develops, reviews, and updates the WORLD SLEEP
360 SOCIETY information booklet and website materials. The Chairperson is appointed by the
361 Executive Committee and ratified by the Governing Council

362 **Section H. Awards Committee**

363
364 The Governing Council can create official WORLD SLEEP SOCIETY awards. For each
365 award approved by the council, the Awards Committee will recommend names of individuals
366 nominated to receive official WORLD SLEEP SOCIETY awards. These recommendations
367 will be forwarded to the Governing Council for final action. The Chairperson is appointed by
368 the Executive Committee and ratified by the Governing Council

369 **Article VI: Indemnification**

370
371 To the full extent permitted by the Minnesota Nonprofit Corporation Act. as amended from
372 time to time, or by other provisions of law, each person who was or is a party or is
373 threatened to be made a party to any threatened, pending or completed action, suite or
374 proceeding, wherever and by whomsoever brought (including any such proceeding, by or in

375 the right of the corporation), whether civil, criminal, administrative or investigative, by reason
376 of the fact that he or she is or was a Member, director or officer of the corporation, or he or
377 she is or was serving at the specific request of the Governing Council of the corporation as a
378 director, officer, employee or agent of another corporation, partnership, joint venture, trust or
379 other enterprise, shall be indemnified by the corporation by the affirmative vote of a majority
380 of the directors present at a duly held meeting of the Governing Council for which notice
381 stating such purpose has been given against expenses, including attorneys' fees,
382 judgments, fines and amounts paid in settlement actually and reasonably incurred by such
383 person in connection with such action, suit or proceeding; provided, however, that the
384 indemnification with respect to a person who is or was serving as a director, officer,
385 employee or agent of another corporation, partnership, joint venture, trust or other enterprise
386 shall apply only to the extent such person is not indemnified by such other corporation,
387 partnership, joint venture, trust or other enterprise. The indemnification provided by this
388 Article shall inure to the benefit of the heirs, executors and administrators of such person
389 and shall apply whether or not the claim against such person arises out of matters occurring
390 before the adoption of this provision of the Bylaws.

391 **Article VII. Bylaw Amendment Procedures**

392
393 Bylaw changes will normally be considered on a biennial basis. The current bylaws are subject
394 to their first revisit four years after the new WORLD SLEEP SOCIETY is formed. Petition to
395 change the bylaws must be submitted in writing at least two (2) months before the biennial
396 WORLD SLEEP SOCIETY Congress. Suggested bylaw changes must neither compromise the
397 WORLD SLEEP SOCIETY's status as a 501c3 entity nor violate any laws. To institute a bylaw
398 change, the ammendment must receive approval by 75% or more of voting paid-up Individual
399 Members and by 75% or more of voting Societies House of Delegates.