



California Society of  
**ANESTHESIOLOGISTS**

**BYLAWS  
of the  
CALIFORNIA SOCIETY OF  
ANESTHESIOLOGISTS (CSA)**

**A Corporation  
Chartered Under the  
Laws of the State of  
California**

***Revised November 2024, at the  
2024 Interim House of Delegates***



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## ***Articles of Incorporation***

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, have this day voluntarily associated ourselves together for the purpose of forming a nonprofit corporation under Title I, Division II, Part I of the Corporation Code of the State of California:

And we do hereby certify:

### **ARTICLE 1      NAME**

That the name of the corporation shall be the "CALIFORNIA SOCIETY OF ANESTHESIOLOGISTS"

### **ARTICLE 2      PURPOSE**

- A. That the primary purpose for which said corporation is formed is to advance the Science and Art of Anesthesiology.
- B. The general purposes for which said corporation is formed are as follows:
1. To stimulate interest and promote progress in the scientific, cultural and economic aspects of the specialty of anesthesiology.
  2. To seek for betterment of the individual member of this Society and to protect the member's interests within the structure of the Constitution and Bylaws of this corporation and that of the American Society of Anesthesiologists
  3. To uphold, adhere to and promote the aims, principles and purposes of the American Society of Anesthesiologists, as set forth in the Constitution of that organization.
  4. To do each and everything necessary, suitable or proper for the accomplishment of any of the purposes or the attainment of any one or



more of the objectives herein enumerated or conducive to or expedient for the protection and benefit of this corporation.

### **ARTICLE 3 PERPETUITY**

That the existence of this corporation is to be perpetual.

### **ARTICLE 4 NON-PROFIT**

That said corporation is one which does not contemplate the distribution of gains, profits or dividends to the members thereof nor does it contemplate pecuniary gain or profit to its members, and said corporation will not engage in any mercantile, commercial or mechanical business.

### **ARTICLE 5 LOCATION**

That the principal office for the transaction of business of said corporation is to be located at such place within the State of California as the Board of Directors shall select.

### **ARTICLE 6 POWERS**

The corporate powers of this corporation are vested in a board of directors known as the Executive Committee, consisting of not less than six (6) nor more than nine (9) members elected or appointed in the manner provided in the bylaws of the corporation, and that the



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names and addresses of the persons who are to act in the capacity of directors for the first six months or until their successors are elected and qualified are:

Douglass H. Batten, M.D., 1304 Medico-Dental Building, San Diego 1,  
California

Nevin H. Rupp, M.D., Veterans Administration Center, Los Angeles 25,  
California

Forrest E. Leffingwell, M.D., 645 Rockwood Road, Pasadena 2, California

William H. Cassels, M.D., 231 Tulane Road, San Mateo, California

Bruce M. Anderson, M.D., Samuel Merritt Hospital, Oakland 9, California

Robert W. Churchill, M.D., 1180 Montgomery Drive, Santa Rosa, California

## **ARTICLE 7 BYLAWS**

That for the purpose of the government of this corporation its Constitution and Bylaws, taken together, shall be considered to be its Bylaws, and they shall provide, among other things:

1. The qualification of the members of the corporation, the different classes of membership if any, the property, voting and other rights, privileges and liabilities of each class of membership and the method of selection and expulsion of



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members, provided, however, that there shall be no voting by proxy, nor may votes be cumulated.

2. The officers, agents and servants of the corporation, their duties, compensation, the method of their election or appointment and their tenure of office.
3. The manner of levying and collecting dues and assessments and the method of their collection.
4. The manner of calling and conducting meetings of members and directors and the number of members or directors which constitute a quorum.
5. That there issue to each member a certificate of membership.

## **ARTICLE 8            AMENDMENTS**

That the Bylaws of the corporation shall be adopted by the directors named in the Articles of Incorporation and may thereafter be amended or repealed in the manner provided in the Bylaws.

## **ARTICLE 9            INCORPORATION**

That the corporation is formed to incorporate an unincorporated association, incorporated to wit: CALIFORNIA SOCIETY OF ANESTHESIOLOGISTS.

IN WITNESS WHEREOF, we have here unto set our hands this 30th day of December, 1953.

DOUGLASS H. BATTEN, M.D.  
By Douglass H. Batten, M.D., President

WILLIAM H. CASSELS, M.D.  
By William H. Cassels, M.D., Secretary-Treasurer



# Chapter 1: Name

This Society shall be known as the CALIFORNIA SOCIETY OF ANESTHESIOLOGISTS and is the recognized component society of the American Society of Anesthesiologists, existing by authority of the American Society of Anesthesiologists, through a charter granted May 10, 1948.



## Chapter 2: Purposes

To advance the science and art of anesthesiology and to stimulate interest and promote progress in the scientific, cultural and economic aspects of the specialty of anesthesiology;

To seek the betterment of the individual member of this Society, and to protect the member's interests within the structure of the Constitution and Bylaws of this corporation and of the American Society of Anesthesiologists; and

To uphold, adhere to and promote the aims, principles and purposes of the American Society of Anesthesiologists, as set forth in the Bylaws of that organization.





# Chapter 3: Membership

**3.01** Membership in this Society is a privilege and not a right and is contingent upon compliance with the requirements specified in these Bylaws. Membership in any category of this Society shall not be denied or abridged because of gender, color, creed, race, religion, disability, ethnic origin, national origin, sexual orientation, age, or any other reason unrelated to the requirements of these Bylaws.

**3.02 CATEGORIES:** The categories of membership in this Society are:

Honorary, Active, Affiliate, Resident and Fellow, Retired, Life, Student, Anesthesiologist Assistant, Anesthesia Practice Administrators and Early Career.

If an applicant is eligible for more than one category of membership, the Membership Committee shall consider the applicant for membership in the most privileged category.

## **3.03 REQUIREMENTS**

The requirements for eligibility in the various categories of membership are:

### **3.031 Honorary**

A physician or other scientist who has attained exceptional eminence in anesthesiology or related fields, or who has made significant contributions to anesthesiology.

### **3.032 Active**

A doctor of medicine or osteopathy who is engaged in the practice of, or who is especially interested in, the medical specialty of anesthesiology;

Whose location of principal professional activity is in the State of California;

Who has an unrestricted license to practice medicine in the State of California (except an active duty member of any of the Uniformed Services or an anesthesiologist employed by or contracted by a U.S. Veterans Administration Hospital, Department of Defense, or Public Health Service Hospital who has an



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unrestricted license to practice medicine in a state, territory, possession, or the District of Columbia of the United States of America);

Who has successfully completed a training program in anesthesiology accredited by the Accreditation Council on Graduate Medical Education or equivalent organizations, or the American Osteopathic Association; and

Who satisfactorily completes the continuing education requirements of the Medical Board of California.

Rights and privileges per Section 3.121

Annual assessment per Section 3.18

### **3.033 Affiliate**

**3.0331** A dentist, scientist, educator, or physician interested in but not actively practicing anesthesiology.

**3.0332** A physician who is in the full-time service of any of the Uniformed Services or an anesthesiologist employed by or contracted by a US Veterans Administration Hospital, Department of Defense, or Public Health Service Hospital, who does not desire or does not meet the criteria for Active membership per Section 3.032.

### **3.034 Resident and Fellow**

A physician who is in full-time training in the specialty of anesthesiology, or its subspecialties, or

Who is otherwise engaged in full-time postgraduate medical training and who has a special interest in anesthesiology.

Eligibility for this category of membership ceases with the completion or discontinuance of the member's training.

### **3.035 Retired**

A physician who has been an Active or Affiliate member of this Society for ten cumulative years or more, and who has retired from the practice of anesthesiology or who has reached the age of 70 years.

The Board of Directors may, at its discretion, modify these requirements.

Retired membership of a physician under the age of 70 years terminates upon resumption of remunerated professional activity in anesthesiology, and the



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individual's previous status, Active or Affiliate, may be reinstated upon payment of appropriate dues.

In cases of permanent disability, as defined by a period of time in excess of six (6) months by reason of health and resulting in complete and permanent retirement from all professional activities, a member may apply for the Retired membership status. Applications for Retired status for reasons of permanent disability are subject to review and certification by the Secretary.

### **3.036 Life Membership**

Retiring presidents may be granted Life Membership by the House of Delegates at the conclusion of their respective terms of office as president, or any time thereafter.

### **3.037 Student**

A medical or osteopathic student who has expressed an interest in anesthesiology, and attends a Liaison Committee on Medical Education (LCME) accredited medical school or school of osteopathy in California. Eligibility for this category of membership ceases upon completion or discontinuance of medical/osteopathic school. Simultaneous membership in the American Society of Anesthesiologists is not required.

### **3.038 Anesthesiology Administrator**

An anesthesiology administrator member shall be employed OR affiliated with an anesthesiology practice or department in California. Each anesthesiology administrator applicant requires endorsement by an active member of CSA associated with the applicant.

### **3.039 Anesthesiologist Assistants**

An anesthesiologist assistant member shall be a Certified Anesthesiologist Assistant (CAA) who is a Fellow member in good standing of the American Academy of Anesthesiologist Assistants (AAAA).

### **3.040 Early Career**

An anesthesiologist in years 1-3 immediately following completion of post-graduate training shall be granted the rights of active membership with the addition to the following benefits:

-a single membership dues fee for the first 3 years (years 1-3) immediately following completion of post-graduate training.

## **3.04 STATUS UNCHANGED**

There shall be no change in the status of any member of this Society in good standing at the time of the adoption of these Bylaws, or of any amendments to or changes of



these Bylaws, solely by reason of their adoption, any provision in these Bylaws notwithstanding.

### **3.05 LOCATION OF PRINCIPAL PROFESSIONAL ACTIVITY**

Unless otherwise described in these Bylaws, the term "location of principal professional activity" is defined as that place where most of the member's professional activities take place as distinguished from the member's place of residence or location of temporary or other professional pursuits.

In the event of uncertainty or dispute as to the location of principal professional activity, the matter shall be referred to the Membership Committee of this Society for a ruling, and its decision shall be final.

### **3.06 ELECTION TO HONORARY MEMBERSHIP**

Nominations for honorary membership shall be in writing and forwarded to the Membership Committee. Such nominations shall specifically set forth the qualifications of the candidate and shall be supported by the signature of three active members of this Society who are personally acquainted with the candidate.

Upon approval, the Committee on Membership shall submit the nomination, with its recommendations, to the House of Delegates. A two-thirds vote of the House of Delegates is necessary for election to honorary membership.

Members of this Society elected to honorary membership in the American Society of Anesthesiologists automatically become honorary members of this Society.

### **3.07 APPLICATIONS FOR MEMBERSHIP**

Forms for application for membership may be obtained through the Society's Office and on the website. All applications for membership shall be submitted in a form approved by this Society.

#### **3.071 *Special Requirements***

Each applicant for membership in this Society who is not then a member of the American Society of Anesthesiologists shall at the same time make application for such membership in the American Society of Anesthesiologists. The application submitted to this Society shall be forwarded to the appropriate office at the American Society of Anesthesiologists. As a prerequisite to approval for membership in this Society, the applicant must be a member of the American



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Society of Anesthesiologists or be an applicant and be subsequently approved for membership in the American Society of Anesthesiologists.

Applicants for membership of this society must report street addresses of principal professional activity AND address of voter registration.

### **3.072 Application Fee**

The Board of Directors may establish an application fee. Application fees are not refundable.

Applicants for Resident and Fellow, Student or Retired category of membership shall not be required to pay an application fee.

## **3.08 ENDORSEMENT OF APPLICATIONS**

Applications for membership in this Society shall be endorsed as follows:

### **3.081 Resident and Fellow**

An application for Resident and Fellow membership shall be endorsed by the director of the training program of the applicant.

### **3.082 Student**

An application for Student membership shall be endorsed by the Chair of the Department of Anesthesiology of an LCME accredited medical school or school of osteopathy.

### **3.083 Anesthesiologist Assistant**

Applications for Anesthesiologist Assistant membership shall be reviewed by the CSA Secretary.

### **3.084 Retired**

Applications for Retired membership shall be approved by the CSA Secretary.

## **3.09 PROCESSING MEMBERSHIP APPLICATIONS**

### **3.091**

Upon receipt of an application, the Society shall verify the applicant's training, licensure and compliance with the other conditions of membership. Additional information may be requested from the applicant, where needed, in writing. Failure to comply with such a request within 60 days shall be deemed a withdrawal of the application and the applicant shall be so advised.

### **3.092**

If the applicant is determined to be qualified for the category applied for, the applicant's application shall be approved. If the applicant is not qualified for the category applied for, the applicant will be advised in writing, stating the reasons



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and shall be given a period of time of up to 90 days to correct or remove the basis for the lack of qualification. Failure to correct or remove the basis for the lack of qualification within 90 days shall result in the application being rejected and the applicant shall be notified in writing by the Secretary of the Society. No appeal shall be available for rejection of an application under this section.

### **3.10 RE-APPLICATION**

A re-application for membership may not be filed until one year has elapsed from the date of disapproval of a prior application.

### **3.11 CONSIDERATION FOR MEMBERSHIP**

When an applicant has been approved for membership, the individual's name shall be enrolled on the Official Roster of this Society in the appropriate category of membership, and verification of membership forwarded to the applicant upon receipt of the appropriate annual assessment.

If the Membership Committee disapproves the application for membership, it must immediately notify the applicant of such decision in writing, stating the ground(s) for disapproval.

### **3.12 RIGHTS AND PRIVILEGES**

Members of this Society in good standing possess rights and privileges as follows:

#### **3.121 Full Privileges**

Active members, Life members, Early Career and Honorary members who have been previously Active members, are entitled to all rights and privileges of this Society.

#### **3.122 Limited Privileges**

Affiliate, Resident and Fellow, Student and Retired members are entitled to participate in the functions and activities of this Society, including membership on Standing and Special Committees, and the House of Delegates, but are not eligible for election to office except as specified elsewhere in these Bylaws.



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They are only eligible to vote at meetings of committees on which they serve, and at meetings of the House of Delegates when seated as delegates.

The House of Delegates of this Society is composed of the delegates, directors, resident and fellow delegates, board members, and officers.

### **3.13 MAINTENANCE OF OTHER MEMBERSHIPS**

Active, Resident and Fellow, and Anesthesiologist Assistant members of this Society are required to maintain membership in the same category in the American Society of Anesthesiologists.

No person may maintain membership in more than one component society of the American Society of Anesthesiologists at the same time.

Active and Resident and Fellow members of the American Society of Anesthesiologists shall apply for membership in this Society within one hundred eighty (180) days after transfer of their location of principal professional activity to the State of California.

### **3.14 SUSPENSION, EXPULSION**

A member of this Society may be suspended or expelled for:

#### **3.141 Causes**

- (A) Expulsion from membership in the American Society of Anesthesiologists (ASA).
- (B) Revocation, restriction, or suspension of license or certificate to practice medicine by a regularly constituted state authority.
- (C) Failure to abide by the provisions of these Bylaws.

#### **3.142 Notification**

If the Membership Committee suspends or expels a member of this Society, the Secretary shall immediately notify that member of the decision.

### **3.15 EFFECT OF SUSPENSION AND EXPULSION**

Suspension or expulsion of a member of this Society affects membership status as follows:

#### **3.151 Suspension**

The suspension of membership or the imposition of conditions or restrictions by the ASA shall cause exercise of the rights and privileges of membership in this



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Society to be suspended, conditioned or restricted on the same terms, so long as such action by the ASA remains in effect.

If such member is an officer, director, delegate, or member of any Committee or Division of this Society, the Board of Directors may, at its discretion, declare the position vacant.

### **3.152 Termination of Membership**

The termination of ASA membership shall automatically terminate membership in this Society.

Any position in this Society held by such member thereupon becomes vacant.

### **3.16 APPLICATION FOR REINSTATEMENT**

A member of this Society who has been dropped or expelled from membership may make application for reinstatement, provided:

- (A) An application is made in the same manner as provided in these Bylaws for an original application for membership; and
- (B) One year or more has elapsed since the date the member was dropped or expelled, or since rejection of prior application for reinstatement.

### **3.17 AMOUNT OF ANNUAL ASSESSMENT**

The members of this Society shall be assessed annually as follows:

#### **3.171 Active, Early Career, Affiliate, and Anesthesiologist Assistant**

The amount of the annual assessment shall be determined by the Board of Directors, subject to approval of the House of Delegates.

#### **3.172 Honorary, Resident and Fellow, Student, Retired and Life**

Honorary, Resident and Fellow, Student, Retired and Life members shall not be required to pay annual assessments.

#### **3.173 New Members**

The initial assessment of dues for a new member shall be prorated on a monthly basis. Dues are prorated to include the month that membership is approved if the application is approved prior to the 15th of the month.





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Applications approved after the 15th of the month are prorated starting with the following month.

### **3.18 PAYMENT OF ANNUAL ASSESSMENT**

Each member of this Society shall pay the annual assessment appropriate to the category of membership.

#### **3.181 Dues**

Annual assessments are due and payable each year as detailed in the Administrative Procedures Manual. Any member transferring from another state where component dues have been paid shall be considered a CSA member without further payment until the date when the next dues assessment for the member's former state component society is due and payable. Prorated dues shall be assessed for the period from that date to the next end of the fiscal year of this Society.

#### **3.182 Non-Payment**

A delinquent member shall be notified of being dropped from membership in this Society unless payment of the annual assessment is received by the date specified by the Administrative Procedures.

#### **3.183 Reinstatement**

A member who is dropped from membership for non-payment of the annual assessment may be reinstated by the Board of Directors of this Society, at its discretion, upon payment of such unpaid assessments and any other assessments accruing thereafter. The Board may, at its discretion, modify or waive the requirements for payment of the assessments in arrears.

Those members who are dropped from membership who do not apply for reinstatement before the end of the annual assessment period in which they were dropped, shall be required to make application in the same manner as provided in these Bylaws for an original application.

### **3.19 REFUNDS**

Annual assessments which have been paid shall not be refunded, except that a retiring member upon approval of the Board of Directors may have the unused portion of active dues returned on a prorated monthly basis.

Upon request from an active member called to active duty with the U.S. Armed Services, a prorated credit may be applied to subsequent annual assessments to match the period of active duty time. During such period, the active member's dues will be reduced to match the dues for Affiliate membership. It is the responsibility of



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the member to notify CSA of the initiation and termination of the active duty period, otherwise such dues credit period shall automatically terminate after one year.

### **3.20 LEAVE OF ABSENCE**

The Board of Directors may, on recommendation of the Secretary, grant a leave of absence to an Active or Affiliate member who is seriously ill and cannot practice or who leaves practice temporarily for postgraduate study or other purpose approved by the Board.

Request for leave must be presented before the delinquency date as listed in the Administrative Procedures Manual. During such leave the annual assessment shall be reduced or waived as established by the Board of Directors. No leave may exceed one year, but shall be subject to renewal. Those granted a leave of absence must pay the prorated annual assessment within thirty (30) days of resuming active practice.

If a leave of absence is requested after a member has paid dues or after the time period determined above, the Board of Directors may grant the leave without a refund in dues.

### **3.21 EXEMPTION**

An Active member who has reached the age of seventy (70) years and who has been an Active member of the Society for a period of at least twenty (20) years may, upon application, be exempted from the payment of the annual assessment.



# Chapter 4: Officers

## **4.01 OFFICERS**

The officers of this Society shall be the President, President-Elect, the Immediate Past President, Past President, President-Emeritus, Secretary, Treasurer, Assistant Secretary, Assistant Treasurer, Speaker of the House of Delegates, Vice Speaker of the House of Delegates, the Director and the Alternate Director from California of the American Society of Anesthesiologists.

## **4.02 REQUIREMENTS**

No person shall be eligible for election as an officer of this Society unless that person has been a voting member in good standing of this Society for two years, and a voting member in good standing of the American Society of Anesthesiologists for five years prior to the election. Any person eligible for election as an officer shall follow the conflict of interest statement in the Administrative Procedures Manual.

## **4.03 ELECTION**

The officers shall be elected in the manner provided in these Bylaws in Section 8.06.

## **4.04 TERMS OF OFFICE**

Terms of office are defined by the governance year, which is from the close of the Annual Session of the House of Delegates until the close of the next following Annual



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Session of the House of Delegates. The use of the term "year" in this section shall mean the defined governance year.

The terms of office of the officers of this Society shall be as follows:

President: One year.

President-Elect: One year, until the close of the next following Annual Session, at which time the President-Elect shall become President, unless otherwise voted by the House of Delegates.

Immediate Past-President: One year.

Past-President: One year.

Secretary: Two years.

Treasurer: Two years.

Assistant Secretary: Two years.

Assistant Treasurer: Two years.

Speaker of the House: One year.

Vice Speaker of the House: One year.

Director and Alternate Director from California to the ASA: Three years as specified in the Bylaws of the American Society of Anesthesiologists.

President-Emeritus: Two years.

Provided, however, that the officers of this Society at the time of adoption of these Bylaws shall continue to serve until the close of the first meeting of the House of Delegates.

### **4.05 DUTIES OF OFFICERS**

The officers of this Society are charged and entrusted as follows:

#### **4.051 President**

The President shall:

Endeavor efficiently to administer the affairs of this Society during the term of office;



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Attempt in all ways possible to contribute to the welfare of the public through the medical specialty of anesthesiology, further the aims and activities of this Society and perform such other services as custom, necessity and parliamentary usage require;

Counsel with the officers, district directors, committee members and other individuals on matters pertaining to the improvements of this Society;

Shall appoint all non-elected committee members, committee chairs, and division members, in consultation with committee and division chairs, subject to approval by the Board of Directors;

Shall make other special appointments, including but not limited to representatives to the Centers for Medicare and Medicaid Services Carrier



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Advisory Committee for California, and Liaison to the Guedel Memorial Anesthesia Center;

Serve as ex-officio member of all committees and divisions of this Society ;

Deliver a report to the House of Delegates at the close of the term of office; and

Perform such other duties as are provided in these Bylaws.

### **4.052 President-Elect**

The President-Elect shall:

Become familiar with the business and needs of this Society; Counsel with the President on matters affecting this Society;

Assist the President in the performance of duties;

Preside in the absence of the President at meetings of this Society where the President usually presides and serve as ex-officio member of all its committees and divisions;

Represent the President at other meetings and functions when requested by the President to do so; and

Otherwise be prepared to assume the leadership of this Society at the proper time.

### **4.053 Immediate Past President**

The Immediate Past President shall:

Provide continuity between the preceding year and the current year;

Contribute personal knowledge and experience to the officials and members of this Society.

### **4.0531 Past President**

The Past President shall:

Contribute personal knowledge and experience to the officials and members of this Society.

### **4.054 Secretary**

The Secretary shall:

Act as the corporate secretary insofar as the execution of official documents or institution of official actions may require;



Ensure that accurate minutes are taken and distributed for meetings of the Board of Directors and the House of Delegates of this Society;

Oversee district elections;

Ensure that each applicant for active, affiliate, resident or other membership in this Society is investigated and that an accurate roster is maintained of all members of this Society, classified according to categories of membership;

Serve as the official correspondent of this Society with the American Society of Anesthesiologists;

Ensure that the Executive Office of the American Society of Anesthesiologists receives:

- A. The name and category of membership of each new member accepted into this Society; the name and new category of each member of this Society whose status has changed; the name and category of any member dropped from membership in this Society and the reasons for such action; and any change in the roster of officers of this Society;
- B. A report before January 15 of each year showing, as of December 31 of the preceding year, the roster of membership classified as to categories of membership, the names of the officers of this Society, and a copy of the current Bylaws of this Society specifying all changes;
- C. A list of authorized delegates and alternate delegates who will represent this Society in the House of Delegates of the American Society of



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Anesthesiologists, at least 60 days prior to each annual session of the American Society of Anesthesiologists; and

Perform such other duties as are provided in these Bylaws.

### **4.0541 Assistant Secretary**

The Assistant Secretary shall:

Assist the Secretary in the performance of the Secretary's duties;

Perform the duties of the Secretary when the Secretary is unable to act; and

Serve as Chair of the Membership Committee.

### **4.055 Treasurer**

The Treasurer shall:

Act as the official custodian of all monies, securities and valuable papers of this Society as the Board of Directors may require, and supervise their deposit in banking institutions;

Be responsible for a detailed accounting of all receipts and disbursements of this Society;

Submit at each regular meeting of the Board of Directors and of the House of Delegates a report concerning the financial transactions of this Society, to include all Society funds and actions of the Treasurer; and

Perform such other duties as provided in these Bylaws.

### **4.0551 Assistant Treasurer**

The Assistant Treasurer shall:

Assist the Treasurer in the performance of the Treasurer's duties;

Perform the duties of the Treasurer when the Treasurer is unable to act; and

Serve as Chair of the Finance and Administration Committee.

### **4.056 Speaker of the House of Delegates**

The Speaker of the House of Delegates shall:

Preside at meetings of the House of Delegates of this Society;

Serve as official parliamentarian of this Society; and





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Serve as ex-officio member of the Bylaws Committee of this Society.

**4.0561 Vice Speaker of the House of Delegates**

The Vice Speaker of the House of Delegates shall:

Assist the Speaker in the performance of the Speaker's duties; and

Serve as Chair of the Bylaws Committee; and

Perform the duties of the Speaker when requested by the Speaker, and when the Speaker is unable to act.

**4.057 ASA Director from California**

The Director from California of the American Society of Anesthesiologists shall:

Counsel with the officers, directors, delegates and members of this Society on matters pertaining to the improvement of this Society;

Represent this Society on the Board of Directors and in the House of Delegates of the American Society of Anesthesiologists;

Submit a report at each session of the House of Delegates of this Society on all pertinent activities of the American Society of Anesthesiologists and its Board of



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Directors or House of Delegates which have taken place since the submission of the last such report; and

Perform such other duties as are provided in these Bylaws.

### **4.0571 ASA Alternate Director from California**

The Alternate Director from California of the ASA shall:

Assist the Director in the performance of the Director's duties; and

Perform the duties of the Director when the Director is unable to act.

### **4.058 President Emeritus**

The President Emeritus shall:

Serve on and report to the Board of Directors of this Society; and

Advise the Society's Officers and Board of Directors

## **4.06 VACANCIES**

If for any reason the incumbent in any elective or appointed office of this Society, including that of director or delegate, becomes unable or unwilling to perform the



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functions of the office, or is removed from office, or moves from the jurisdiction of the body where elected, such office shall be declared vacant.

If an office becomes vacant due to election of the incumbent officer to a different office at the Annual Session of the House of Delegates, an election to fill the newly created vacancy shall occur at that same Annual Session.

Vacancies in office shall be filled in the following manner:

### **4.061 President**

The President-Elect shall immediately assume the office.

The President-Elect will also succeed himself/herself as President.

### **4.062 President-Elect**

The Speaker of the House of Delegates shall assume this added temporary responsibility until the next Annual Session of the House of Delegates, at which time the House of Delegates shall elect a President-Elect.

### **4.063 Immediate Past President**

In the event that the Immediate Past President dies or is unable to serve, this office shall be filled by the most recently serving Immediate Past President who is available.

### **4.064 Secretary**

The Assistant Secretary shall immediately assume the duties of the office until the close of the next annual session.

### **4.0641 Assistant Secretary**

The President shall appoint a successor to fill the vacancy until the close of the next annual session.

### **4.065 Treasurer**

The Assistant Treasurer shall immediately assume the duties of the office until the close of the next annual session.

### **4.0651 Assistant Treasurer**

The President shall appoint a successor to fill the vacancy until the close of the next annual session.

### **4.066 Speaker of the House of Delegates**

The Vice-Speaker shall immediately assume the duties of the office until the close of the next annual session.

### **4.0661 Vice Speaker of the House of Delegates**



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The President shall appoint a successor to fill the vacancy until the close of the next annual session.

### **4.067 ASA Director from California**

The Alternate Director shall immediately assume the duties of the office for the unexpired term.

### **4.0671 ASA Alternate Director from California**

The Board of Directors of the CSA shall, by election at their next meeting, fill the vacancy until the next Annual Session of the CSA House of Delegates, at which time a successor shall be elected for the unexpired term. Should the next meeting of the CSA Board of Directors not fall within the ASA required time period for filling this vacancy, the CSA President shall fill this office by appointment of a qualified individual until the next meeting of the CSA Board



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of Directors or House of Delegates, whichever occurs first, at which time an election will be held.

### **4.068 President-Emeritus**

The Board of Directors of the CSA shall, by election at their next meeting, fill the vacancy until the next House of Delegates, at which time a successor shall be nominated and elected as in section 7.062.

### **4.069 Past President**

In the event that the Past President dies or is unable to serve, this office shall be filled by the most recently serving Past President who is available.

## **4.07 IMPEACHMENT**

Any officer or other elected or appointed official of this Society may be impeached and removed from office for good cause.

### **4.071 Charges**

All charges of impeachment shall be in writing and directed to the Board of Directors of this Society.

All charges shall be in detail and signed by at least ten voting members of this Society, who agree in writing to substantiate their statements with documentary proof or to appear personally to substantiate said statements.

### **4.072 Notice**

The Secretary of the Board of Directors shall mail a copy of the charges of impeachment to the accused official and file a copy thereof with the Judicial Committee of this Society.

### **4.0721 Judicial Committee Members**

The Judicial Committee is an ad hoc committee whose members shall be appointed by the President. The Judicial Committee shall be composed of five Active or Life Members of this Society. In the event that the President is the accused official, the Speaker of the House shall appoint the Judicial Committee members.

### **4.073 Investigation**

The Judicial Committee shall make such investigation and conduct such hearings as it deems advisable and appropriate, and shall afford the accused official the opportunity to present evidence and witnesses on behalf of the



accused. Such official shall have the right to be represented by legal counsel if desired.

**4.074 Recommendations**

The Judicial Committee shall report its recommendations to the Board of Directors within thirty days after receipt of a copy of the charges from the Secretary of the Board of Directors.

**4.075 Hearing**

The Board of Directors has sole power to try all impeachment proceedings.

When the President is the accused official, the Speaker of the House of Delegates shall preside.

Within thirty days after receipt of the recommendations of the Judicial Committee, the Board of Directors shall set a time and place for a hearing on the charges of impeachment.

The Secretary of the Board of Directors shall give the accused official at least fifteen days' notice of the date, time and place of the hearing.

At the hearing the accused official shall have the opportunity to speak, to present documents and witnesses, and may be represented by legal counsel.

Should the accused official fail to appear at the hearing, the Board of Directors may consider the charges, the report from the Judicial Committee, documentation, written statements of the official involved, and such other investigation as it deems necessary or proper.

**4.076 Decision**

If three-fourths of the voting members of the Board of Directors, by secret ballot, finds that just and sufficient cause for impeachment has been presented, the charges shall be considered to have been sustained.

**4.077 Effect**

If impeachment charges are sustained, any elected or appointed position held by the accused official in this Society shall thereupon become vacant; and

Disciplinary action may be taken in accordance with the provisions of Section 3.15 of these Bylaws.



# Chapter 5: Geographical Districts

## 5.01 COMPOSITION

The eight Geographic Districts of this Society shall be composed according to the following criteria :

Each Geographic District will be composed of five (5) of the forty (40) California Senate Districts. The five California Senate Districts will be contiguous to the greatest extent possible.

Members will be assigned according to residence address.

The specific numerical California Senate District assignments will be enumerated in the Administrative Procedures Manual, *following approval by the House of Delegates*.

## 5.02 DISTRICT OFFICERS

Each district shall have a district director. Each district is entitled to one delegate and one alternate delegate for each fifty (50) voting members, or fraction thereof, as shown by the official membership roster as of December 31 of the preceding year, to represent the district in the House of Delegates of this Society. The voter registration home address of the member, as reported by the member and recorded in the membership roster, will be used to determine his or her geographic district.

### 5.021 Requirements

To be eligible for election as a district director, the nominee shall have been a voting member of the CSA for at least one year. To be eligible for election as a delegate or alternate delegate, the nominee shall be a voting member of this Society.

### 5.022 Election of District Director, Delegates and Alternate Delegates

#### 5.0221

In each district, every voting member shall be provided with a list of open offices (district director, delegate, or alternate delegate) and a list of members eligible to serve in those offices.

All nominations must be submitted by a CSA member and seconded by another CSA member, both within that district. Eligible members may self-nominate and submit their own names as nominees. At the time of nomination, all nominees must be eligible as members in the Society, affirm a willingness to serve, and provide information in compliance with Society's conflict of interest disclosure policy.

Upon close of the nomination period, verification of credentials, and



affirmation of each nominee's willingness to serve, the CSA office shall create and distribute a ballot. Should the number of nominees be less than or equal to the number of eligible offices, each properly qualified nominee shall be considered

For the offices of delegate and alternate delegate, each nomination shall be for the office of delegate. The nomination ballot shall be recorded, and the names of those nominated shall be placed upon an election ballot, which may be either mailed or electronically submitted, in accordance with procedures approved by the Board of Directors

**5.0222** In the election of the district director, if no candidate receives the majority of votes cast, a second election shall be held between the two candidates who receive the highest number of votes. In the event of a tie vote, the Speaker of the House of Delegates or the Speaker's designee shall cast a vote to determine the election.

Delegates and alternate delegates may be elected by plurality vote. Each member shall have votes to cast equal to the number of vacant offices. Cumulative voting is prohibited.

In each district, the nominees who receive the highest number of votes are elected to the office of delegate until all delegate positions are filled. Remaining nominees who receive the highest number of votes are elected to the office of alternate delegate until all alternate delegate positions are filled. In the event of a tie vote, the district director shall cast a vote to determine the election. If the district has no director when a tie vote occurs, the Speaker of the House of Delegates or the Speaker's designee shall cast a vote to determine the election.

**5.0223** Should any district director, delegate, or alternate delegate office not be filled by this procedure, the Board of Directors may fill such office by appointment.

For the office of delegate or alternate delegate, the district director may recommend a candidate to the Board of Directors.

**5.0224** No person may be a candidate for more than one office.

### **5.023 Terms of Office**

#### **5.0231 District Director**

The term of office of the district director shall be for three years and shall commence at the conclusion of the annual meeting following the director's election. Should the outgoing Director be elected as a





Delegate, he or she shall complete the term, leaving a vacant seat in the delegation.

**5.0232 Delegate**

The term of office shall be for three years and shall commence immediately following the delegate's election. Should the newly elected delegate be a current district director or other officer, the term as delegate shall not commence until the conclusion of the annual meeting following the election.

**5.0233 Alternate Delegate**

The term of office shall be for three years and shall commence immediately following the delegate's election. Should the newly elected alternate delegate be a current district director or other officer, the term as delegate shall not commence until the conclusion of the annual meeting following the election.

**5.03 DUTIES OF THE DISTRICT DIRECTORS**

The director of each district shall:

Serve on, and report to, the Board of Directors of this Society as the representative of the district;

Serve as the official correspondent of the district with this Society;

Attend all meetings of the Board of Directors and the House of Delegates during the term of office:

In the event of an inability to attend any one of these meetings it shall be the director's responsibility to select a proxy from among the elected district delegates or alternate delegates, duly authorized to cast a ballot on all official business at such meeting. Should the director have three absences during his/her term of office and fail to send a delegate in his/her place, that position on the Board will be declared vacant and will be filled in accordance with Section 5.05 of these bylaws. The Board may make exceptions for extenuating circumstances.

Perform such other duties as are provided in these Bylaws.

**5.04 VACANCIES**

If for any reason the incumbent in the elective office of district director, district delegate or alternate delegate, becomes unable or unwilling to perform the functions



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of the office, or is removed from office, or moves from the jurisdiction of the body which elected the member to office; then such office shall be declared vacant.

Vacancies in office shall be filled in the following manner:

### **5.041 District Director**

A special election shall be initiated within 30 days of the office being declared vacant to fill the unexpired term, unless a scheduled election is to be held within sixty (60) days of the vacancy.

### **5.042 District Delegate**

Appointment by the Board of Directors on the recommendation of the district director to fill the vacancy of the unexpired term.

### **5.043 District Alternate Delegate**

Appointment by the Board of Directors on the recommendation of the district director to fill the unexpired term.

## **5.05 RE-EVALUATION OF DISTRICTS**

A committee appointed by the president of this Society shall review the geographic area of each district at intervals not to exceed ten years, for consideration of redistricting. In the event of California State senate redistricting, a committee appointed by the president of this Society will review changes for possible redistricting and present a proposal at the next House of Delegates.



# Chapter 6: Practice Forums

## 6.01 COMPOSITION

The Forums of this Society shall be composed as follows with members self-selecting their forum membership on an annual basis at the time of membership renewal:

<b>In-Training</b>	Residents/Fellows (Fellows can choose another forum if become active members)
<b>Early Career</b>	Members out of training for less than five years
<b>Academic</b>	Attending members of in-training academic programs
<b>Solo/Small Practice</b>	1-20 people; wearing all hats of the practice (insurance/facility contracting, billing, hiring, partnership, etc)
<b>Medium Practice</b>	15-150 people; some division of labor with professional management but local decision making
<b>Large Practice</b>	Kaiser, other multi-specialty groups with professional management and centralized decision making

## 6.02 FORUM OFFICERS

Each forum shall have a forum director. Each forum is entitled to one delegate and one alternate delegate for each fifty (50) active members, or fraction thereof, as shown by the official membership roster as of December 31 of the preceding year, to represent the forum in the House of Delegates of this Society.

### 6.021 Requirements

To be eligible for election as a forum director, the nominee shall have been an active member of the CSA for at least one year. To be eligible for election as a delegate or alternate delegate, the nominee shall be an active member of this Society. Members of In-Training Forum are exempt from these requirements.

### 6.022 Election of Forum Director, Delegates and Alternate Delegates

**6.0221** In each forum, every voting member shall be provided with a list of open offices (forum director, delegate OR alternate delegate) and a list of members eligible to serve in those offices.

All nominations must be submitted by a CSA member and seconded by another CSA member, both within that forum. Eligible members may self-nominate and submit their own names as nominees. At the time of nomination, all nominees must be eligible as members in the Society, affirm a willingness to serve, and



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provide information in compliance with Society's conflict of interest disclosure policy.

Upon close of the nomination period, verification of credentials, and affirmation of each nominee's willingness to serve, the CSA office shall create and distribute a ballot. Should the number of nominees be less than OR equal to the number of eligible offices, each properly qualified nominee shall be considered elected to office and the election shall be declared closed.

For the offices of delegate and alternate delegate, each nomination shall be for the office of delegate. The nomination ballot shall be recorded, and the names of those nominated shall be placed upon an election ballot, which may be either mailed or electronically submitted, in accordance with procedures approved by the Board of Directors.

**6.0222** In the election of the forum director, if no candidate receives the majority of votes cast, a second election shall be held between the two candidates who receive the highest number of votes. In the event of a tie vote, the Speaker of the House of Delegates or the Speaker's designee shall cast a vote to determine the election.

Delegates and alternate delegates may be elected by plurality vote. Each member shall have votes to cast equal to the number of vacant offices. Cumulative voting is prohibited.

In each forum, the nominees who receive the highest number of votes are elected to the office of delegate until all delegate positions are filled. Remaining nominees who receive the highest number of votes are elected to the office of alternate delegate until all alternate delegate positions are filled. In the event of a tie vote, the district director shall cast a vote to determine the election. If the



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district has no director when a tie vote occurs, the Speaker of the House of Delegates or the Speaker's designee shall cast a vote to determine the election.

**6.0223** Should any forum director, delegate, or alternate delegate office not be filled by this procedure, the Board of Directors may fill such office by appointment.

For the office of delegate or alternate delegate, the forum director may recommend a candidate to the Board of Directors.

**6.0224** No person may be a candidate for more than one office.

### **6.023 Terms of Office**

#### **6.0231 Forum Director:**

The term of office of the forum director shall be for three years and shall commence at the conclusion of the annual meeting following the director's election. Should the outgoing Director be elected as a Delegate, he or she shall complete the term, leaving a vacant seat in the delegation.

#### **6.0232 Delegate**

The term of office shall be for three years and shall commence immediately following the delegate's election. Should the newly elected delegate be a current district director or other officer, the term as delegate shall not commence until the conclusion of the annual meeting following the election.

#### **6.0233 Alternate Delegate**

The term of office shall be for three years and shall commence immediately following the delegate's election. Should the newly elected alternate delegate be a current district director or other officer, the term as delegate shall not commence until the conclusion of the annual meeting following the election.

### **6.024 Election of Forum Director, Delegates and Alternate Delegates for In-Training Forum**

The procedure for the election of In-Training Forum officers shall be the same as listed above for election of officers from other forums with the exception of the following:

**6.0241** Nominees for forum director, delegate, or alternate delegate from In-Training Forum shall be residents or fellows in anesthesiology, as defined in Section 3.034 and 3.081. Residents and fellows elected to the office of forum



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director, delegate, or alternate delegate must remain in training during their term of office and shall notify the CSA of any change in that status.

**6.0242** One resident delegate and one alternate resident delegate shall be elected each year at each ACGME-approved residency training program. The term of office for delegate and alternate resident delegates will start at the beginning of the next academic year and will last for one year.

**6.0243** One fellow delegate and alternate fellow delegate shall be elected at the beginning of each academic year from among the fellows of all subspecialties at each institution with an ACGME-approved residency training program. Fellows in both ACGME-approved and non-ACGME-approved fellowship programs are eligible. The term of the fellow delegate and alternate fellow delegate shall be from September of the fellowship year to the conclusion of the House of Delegates meeting the following year.

**6.0244** The forum director shall be nominated and elected by the In-Training Forum delegates and alternate delegates from among all members of the forum who will continue to be in training the following year. This election shall occur the spring prior to the annual meeting and House of Delegates. The term of office of the district director will be for one year and shall commence at the end of the annual meeting following the election.

### **6.03 DUTIES OF THE FORUM DIRECTORS**

The director of each forum shall:

Serve on, and report to, the Board of Directors of this Society as the representative of the forum;

Serve as the official correspondent of the forum with this Society;

Attend all meetings of the Board of Directors and the House of Delegates during the term of office:

In the event of an inability to attend any one of these meetings it shall be the director's responsibility to select a proxy from among the elected forum delegates or alternate delegates, duly authorized to cast a ballot on all official business at such meeting. Should the director have three absences during his/her term of office and fail to send a delegate in his/her place, that position on the Board will be



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declared vacant and will be filled in accordance with Section 6.05 of these bylaws. The Board may make exceptions for extenuating circumstances.

Perform such other duties as are provided in these Bylaws.

### **6.04 VACANCIES**

If for any reason the incumbent in the elective office of forum director, forum delegate or alternate delegate, becomes unable or unwilling to perform the functions of the office, or is removed from office, or moves from the jurisdiction of the body which elected the member to office; then such office shall be declared vacant.

Vacancies in office shall be filled in the following manner:

#### **6.041 Forum Director**

A special election shall be initiated within 30 days of the office being declared vacant to fill the unexpired term, unless a scheduled election is to be held within sixty (60) days of the vacancy.

#### **6.042 Forum Delegate**

Appointment by the Board of Directors on the recommendation of the forum director to fill the vacancy of the unexpired term, except the In-Training Forum.

#### **6.043 Forum Alternate Delegate**

Appointment by the Board of Directors on the recommendation of the forum director to fill the unexpired term, except the In-Training Forum.

#### **6.044 In-Training Forum Delegates and Alternate Delegates**

Vacancies occurring in the In-Training Forum may be filled by appointment of any qualified resident or fellow by the President, from the training program with the vacancy.

### **6.05 RE-EVALUATION OF FORUMS**

A committee appointed by the president of this Society shall review the forums at intervals not to exceed ten years, for consideration of recomposition.



# Chapter 7: Meetings

## 7.01 MEETINGS

Meetings of this Society may be held in person or via remote technologies unless specified otherwise within these Bylaws. All procedural rules must be followed. In meetings held by telephone or electronic means, participating members should know the identity of each person speaking. If a member expresses doubt about who is speaking, members must state their names before speaking. Otherwise members may not need to state their names before speaking, provided all participants understand who is speaking.

## 7.02 ANNUAL SESSION

### 7.021 *Time and Place*

This Society shall hold an annual session of the House of Delegates at such time and place as has been fixed as specified in Section 8.05.

### 7.022 *Proceedings*

The scientific programs at annual sessions may consist of general meetings and sections as deemed advisable by the Educational Programs Division.

The program of each annual session shall include at least one business meeting of the House of Delegates, for election of officers, receipt of reports from officers, directors, delegates, committees, and other officials, and transaction of other business affairs of this Society.

At the request of the President and the Speaker of the House of Delegates, a Reference Committee may be formed to hear business and resolutions and make recommendations on these items to the House of Delegates.

## 7.03 SPECIAL MEETINGS

Special meetings of this Society may be called by the President with the approval of the Board of Directors.





# Chapter 8: House of Delegates

## 8.01 COMPOSITION

The House of Delegates of this Society is composed of the delegates, directors, board members, and officers.

## 8.02 PURPOSE

The House of Delegates is the primary legislative and governing body of this Society.

## 8.03 POWERS AND DUTIES

The House of Delegates is charged and entrusted with:

- (A) Transaction of all business of this Society not specifically otherwise provided.
- (B) The duty to make annual appropriations for the expenditures of this Society.
- (C) Power to transfer all or any part of monies accumulated to any fund.

The House of Delegates is the primary legislative and governing body of this Society. It shall exercise final authority over all matters except where final authority is specifically delegated elsewhere in these bylaws.

## 8.04 DELEGATES

The term "delegate" as used in these Bylaws is defined as a delegate, or alternate delegate seated in place of the delegate, as the representative of that district OR forum in the House of Delegates of this Society.

### 8.041 Seating

No delegate shall be seated in the House of Delegates until appropriate credentials have been approved by the Committee on Credentials. All seated



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delegates shall follow the conflict of interest statement included in the Administrative Procedures Manual.

### **8.042 Substitution**

A delegate shall serve without substitution at all meetings of the House of Delegates during the annual session, unless a substitution is consented to by the Committee on Credentials.

## **8.05 MEETINGS**

The House of Delegates shall meet annually at a time and place established by the President, and it may recess from time to time, as necessary to complete its business.

In the event of change of time or place, due notice shall be forwarded to the membership as early as possible, in any event, and not less than three weeks prior to the new date selected.

### **8.051 Presiding Officer**

The Speaker of the House of Delegates is the presiding officer.

### **8.052 Quorum**

Fifty-one percent (51%) of the voting members of the House of Delegates shall constitute a quorum.

### **8.053 Votes**

Except as otherwise provided in these Bylaws, all questions shall be determined by affirmative vote of not less than the majority of those voting. Refer to the Rules of Order for the House of Delegates.

### **8.054 Voting Member**

Each delegate and board member in accordance with the provisions stated in Section 10.01 shall have one vote.

### **8.055 Dual Membership**

Should a voting member of the House of Delegates be elected or ascend to another voting office in the House of Delegates, the member must choose the one voting office desired. The selection of one office shall constitute a vacancy in the other office. The ASA Director from California shall be



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considered an exception and may hold a second voting office in the CSA House of Delegates but will be entitled in this circumstance to a single vote.

### **8.056 Order of Business**

The official order of business of meetings of the House of Delegates shall be as outlined in the Rules of Order of this Society.

### **8.057 Resolutions**

All resolutions presented to the House of Delegates must be made by a member in good standing of this Society and submitted in a timely manner according to the notice of the Annual Meeting.

### **8.058 Special Meetings**

Special meetings may be called by the President, with the approval of the Board of Directors.

Written notice of the time and place of a special meeting shall be mailed to each member of the House of Delegates at least thirty days prior to such meeting.

## **8.06 ELECTIONS**

The officers of this Society shall be elected by the House of Delegates in the following manner:

### **8.061 Nominations**

The Committee on Leadership Development and Nominations shall prepare a list of candidates for all offices becoming vacant at the close of the Annual Session of the House of Delegates.

Additional nominations for all officers, but not ASA delegates or alternate delegates, may be made from the floor of the House of Delegates.

To ensure fairness, each candidate will be provided with an opportunity to speak to the House of Delegates. The order in which the candidates speak shall be selected at random. Time limits shall be set by the Speaker of the House. Should a candidate speak beyond the time limit, he or she may be stopped by the Speaker without debate.

### **8.062 Voting**

Election of officers, except for the office of President Emeritus, shall be by secret ballot unless a single candidate is nominated, in which case the vote may



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be taken via voice. Such a secret ballot may be cast by either paper or electronic means.

The President-Emeritus shall be elected by the Board of Directors at the meeting immediately following the House of Delegates.

### **8.063 Election**

A majority of the votes cast shall be necessary to elect. If on any ballot no nominee shall receive the majority of the votes cast, the candidate receiving the smallest number of votes shall be eliminated and the balloting shall proceed in that manner until a majority is attained.

### **8.07 PUBLICATION**

A summary of the proceedings of each session of the House of Delegates will be made available to the membership.



## Chapter 9: ASA Director and Delegates

### 9.01 REQUIREMENTS

Active or Life members of this Society are eligible for election as a delegate or alternate delegate to the ASA.

#### 9.011 Election

The director and alternate director from California of the American Society of Anesthesiologists shall be nominated and elected by the House of Delegates of this Society.

The delegates and alternate delegates to the House of Delegates of the American Society of Anesthesiologists to which this Society is entitled shall be nominated by the Committee on Leadership Development and Nominations (CoLDaN) and elected by the Board of Directors.

#### 9.0111 Nominations

Candidates for ASA delegate and alternate delegate positions may be interviewed and shall be nominated by CoLDaN. The chair of CoLDaN shall present its recommendations for ASA delegate and alternate delegate positions each year to the spring meeting of the Board of Directors of the Society.

Any active member of the Society in good standing may self-nominate for a position as ASA delegate or alternate delegate by submitting a written statement and a copy of his or her curriculum vitae to the chair of CoLDaN at least 30 days in advance of the Society's annual House of Delegates meeting.

Nominations from the floor of the House of Delegates will not be entertained for ASA Delegate and Alternate Delegate positions.

#### 9.0112 Election

The election of candidates to ASA delegate and alternate delegate positions will be held at the meeting of the Board of Directors of the



## **9.02 TERMS OF OFFICE**

The terms of office for the representatives of this Society to the American Society of Anesthesiologists shall be as follows:

### **9.021 Director and Alternate**

Three years, from the close of the annual session of the House of Delegates of the American Society of Anesthesiologists following election, until the close of the third following annual session of said House of Delegates.

### **9.022 Delegates**

Three years, commencing at the close of the annual CSA meeting at which they are elected.

### **9.023 Alternate Delegates**

One year, commencing at the close of the annual CSA meeting at which they are elected.

## **9.03 DUTIES AND RESPONSIBILITIES**

The duties and responsibilities of the representatives of this Society in the American Society of Anesthesiologists are as follows:

### **9.031 Director and Alternate Director**

The director, or the alternate director in the absence of the director shall:  
Serve on the Board of Directors and in the House of Delegates of this Society as the representative from California of the American Society of Anesthesiologists.

Submit a report at each session of the House of Delegates of this Society on all pertinent activities of The American Society of Anesthesiologists, and its Board of Directors or House of Delegates which have taken place since the submission of the last such report; and

Perform such other duties as provided in these Bylaws.

### **9.032 Delegates**

The delegates shall represent this Society in the House of Delegates of the American Society of Anesthesiologists, and are charged and entrusted as follows:

(A) Whenever possible, to counsel with the officers and the Board of Directors of this Society on all matters pending in the House of Delegates of the American Society of Anesthesiologists, in the interest of making certain that actions taken



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by that body are in accord with the best interests and desires of this Society;  
and

(B) To attend each meeting of the House of Delegates of the American Society of Anesthesiologists.

If a delegate does not attend such meeting without giving sufficient cause, or does not notify the Secretary of this Society of a possible or impending absence from such meeting within a reasonable time, the office shall be declared vacant, and the member shall be ineligible for election to any office in this Society for the ensuing three years.

### **9.04 VACANCIES**

Should any delegate position or positions become vacant for any reason, the President shall appoint a successor or successors to fill the vacancy or vacancies from the current alternate delegates until the close of the next annual session of this Society.

Should any alternate delegate position or positions become vacant for any reason, the President shall appoint a successor or successors to fill the vacancy or vacancies from the membership until the close of the next annual session of this Society.



# Chapter 10: Board of Directors

## 10.01 COMPOSITION

The members of the Board of Directors of this Society are the:

- President
- President-Elect
- Immediate Past President
- Past President
- Secretary
- Assistant Secretary
- Treasurer
- Assistant Treasurer
- Speaker of the House of Delegates
- Vice-Speaker of the House of Delegates
- District Director for each district
- Forum Director for each forum
- ASA Director
- ASA Alternate Director
- Chair of the Educational Programs Division (EPD)
- Chair of the Legislative & Practice Affairs Division (LPAD)
- President-Emeritus

## 10.02 PURPOSE

The Board of Directors shall have the final authority in managing the business and financial affairs of this Society; and

In the interim between meetings of the House of Delegates, may act upon matters which would otherwise require special meetings of the House of Delegates.

## 10.03 GENERAL POWERS AND DUTIES

Except as otherwise specifically provided by these Bylaws, the Board of Directors is charged and entrusted as follows:

### 10.031 General Powers

The Board of Directors shall have the authority to:

- (A) Acquire, manage, control and dispose of its property and to authorize all contracts on behalf of this Society;





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- (B) Delegate such authority to the officers of this Society or to committees of the Board of Directors;
- (C) Elect delegates and alternate delegates on behalf of the Society to the House of Delegates of the American Society of Anesthesiologists; and
- (D) Such other authority as prescribed for it in these Bylaws.

**10.0311** Authority to make recommendations to the Joint Committee of the American Society of Anesthesiologists, the American Board of Anesthesiology, and the American Medical Association for candidates for election to the American Board of Anesthesiology.

### **10.032 Budget**

Prior to the Annual Session, the Board shall consider the proposed budget prepared by the Executive Committee and the treasurer's report on anticipated income and expenditures, and shall prepare a recommended budget for the next fiscal year, to be submitted to the House of Delegates.

### **10.033 Annual Assessment**

After consideration of the budget, the Board shall determine the amount of the annual assessment for the ensuing year.

### **10.034 Change in Budget**

The Board of Directors may, by a two-thirds vote of its entire membership, change the budget in the interval between meetings of the House of Delegates,



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subject to modification or revocation by the House of Delegates, and further subject to the limitations set forth in Section 14.02 of these bylaws.

### **10.035 Inspection and Audit**

The Board may inspect and audit any and all financial records and accounts of this Society at any time, and shall do so at intervals not to exceed 2 years.

### **10.036 Impeachment Proceedings**

The Board has the sole power to try all impeachment proceedings.

### **10.037 Disciplinary Proceedings**

The Board has final authority concerning censure or suspension of a member of this Society.

### **10.038 Committees**

The Board may:

Create committees from its membership;

Endow them with authority to act in the interim between meetings of the Board on specific matters which would ordinarily require special meetings of the Board; and

Augment such committees by appointment of additional members of this Society who are not members of the Board.

### **10.039 Other Duties**

The Board shall perform such other duties as are delegated to it by the House of Delegates, are provided in these Bylaws; are usual and customary for the



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Board of Directors of a corporation and which are not in conflict with these Bylaws.

### **10.0310 Reports**

All actions of the Board shall be reported to the House of Delegates at the annual session next succeeding such action; and

Such action by the Board is subject to modification or revocation by the House of Delegates upon affirmative vote of the majority of those voting;

Provided, however, that the rights of third parties without notice of this provision shall not be affected by such action of the House of Delegates.

## **10.04 MEETINGS**

The Board of Directors shall meet at least twice a year.

### **10.041 Presiding Officer**

The President is the presiding officer of the Board of Directors, except as otherwise provided in these Bylaws.

### **10.042 Quorum**

Two-thirds of the members of the Board constitutes a quorum.

### **10.043 Voting Members**

Each member of the Board shall have one vote in accordance with the provisions stated in Section 10.01.

### **10.044 Notice**

Written notice of the time and place of each meeting of the Board shall be sent to each member of the Board at least fifteen days prior to the proposed time of meeting, except for meetings held during Annual Sessions of this Society.

Provided, however, that this provision may be waived by unanimous written consent of the voting members of the Board.

### **10.045 Additional Meetings**

Other meetings may be called by the President, with the approval of the Executive Committee of the Board; and

Special meetings shall be called upon petition of five members of the Board.

## **10.05 EXECUTIVE COMMITTEE**



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The Executive Committee of the Board of Directors shall act in the interim between the meetings of the Board, upon specific matters which would ordinarily require special meetings of the Board.

### **10.051 Composition**

The Executive Committee is composed of:

The President, the Immediate Past President, the President-Elect, the Speaker of the House of Delegates, the Secretary, the Treasurer, the ASA Director from



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California, the chair of the Educational Programs Division, and the chair of the Legislative and Practice Affairs Division.

### **10.052 Powers and Duties**

The Executive Committee functions to expedite, execute and administer the previous actions and directives of the Board of Directors; and it shall:

- (A) Prepare each year a budget of anticipated income and expenditures for the succeeding fiscal year of this Society.
- (B) Prior to each Annual Session, submit the proposed budget to the Board of Directors for its approval and submission to the House of Delegates;
- (C) Monitor trends and developments relating to the role and function of the Society and formulate a written three-year plan for future areas of Society development, which plan shall be updated annually.
- (D) Review administrative decisions and functions by the executive staff on an annual basis.
- (E) Otherwise act only on matters requiring immediate decision while the Board is not in session.

The Executive Committee has no policymaking power and functions only under direction of the Board of Directors. Its actions are subject to review and approval by the Board of Directors.

### **10.053 Meetings**

Meetings of the Executive Committee shall be held upon call of the president or any three members of the Committee.

The President is the presiding officer, and if absent, the President-Elect shall preside.

Four members of the Committee shall constitute a quorum.

Each member shall receive appropriate notice as to time and format of the meeting.

### **10.054 Reports**

The Executive Committee shall submit a detailed report of its activities at each meeting of the Board of Directors.



# Chapter 11: Committees

## 11.01 COMPOSITION

The Standing and Special Committees of this Society shall be composed of members of this Society, appointed by the President, except as otherwise provided by these Bylaws. All committee members and Chairs shall follow the conflict of interest statement included in the Administrative Procedures Manual.

## 11.02 TERMS OF OFFICE

The terms of office of the chair and members of Standing and Special Committees shall be for the term of office of the president appointing them, unless otherwise provided by these Bylaws. Members of Committees existing at the time of adoption of these Bylaws shall continue to serve until expiration of the terms for which they were originally appointed.

## 11.03 STANDING COMMITTEES

The Standing Committees continue from year to year.

The President shall announce the membership of the Standing Committees at the first Board of Directors meeting held after office installation. All Standing Committee appointments shall be confirmed by the Board of Directors.

The Standing Committees of this Society are:

### 11.031 *The Committee on Bylaws*

**Composition:** Three voting members of this Society appointed by the President, at least one of whom was a Bylaws Committee member during the previous year, the Vice Speaker of the House of Delegates who shall chair the



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committee, and the Speaker of the House of Delegates who shall be an ex-officio member.

**Duties:** To recommend amendments to the Bylaws to ensure consistency with the actions of the policymaking bodies of this Society; and

To prepare amendments which it considers advisable to facilitate the work and best interests of this Society.

### **11.032 Committee on Membership**

**Composition:** All Geographic District and Practice Forum Directors and the Assistant Secretary who shall chair the committee.

**Duties:** To conduct investigations of all applicants for active membership in this Society when the need requires and submit recommendations on such applicants to the Board of Directors;

To encourage qualified persons to apply for membership in this Society and to develop membership recruitment activities.

### **11.033 Committee on Resident Representation**

**Composition:** In-Training Forum Director and Delegates, CSA President-Elect, and one member appointed by the President. Said appointee shall be a Delegate to both the CSA and ASA, with an interest in Resident and Medical student affairs. The Director of In-Training Forum shall chair this committee.

**Duties:** To facilitate communications between and among the CSA and the residents in anesthesia training programs in California; and

To enhance the participation of residents in CSA activities.

### **11.034 Committee on Professional and Public Communication**

**Composition:** A chair appointed by the President, one or more Media Editor(s) as defined in the Administrative Procedures, a CSA staff liaison, and at least eight other members, three of whom shall be members of the CSA Board of Directors, one of whom shall be an in-training member. The President shall attempt to achieve some geographic balance within the membership of this committee.

**Duties:** To develop and maintain effective communication with the membership, with other medical specialties, the media (print, radio, television and electronic),



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with patients, and with the public to promote the medical specialty of anesthesiology and to educate the public on issues of importance to the CSA.

To establish and maintain effective electronic and print communications that may include but are not limited to:

1. The CSA electronic mailing list(s);
2. The CSA website;
3. Social media;
4. One or more printed publications annually as approved by the Board of Directors and funded in the budgetary process.

To provide media spokesperson training opportunities to officers, to elected and appointed CSA representatives, and to members, including the maintenance and updating of a media spokesperson list.

To facilitate the communications objectives of the CSA/ASA.

### **11.035 Committee on Leadership Development and Nominations (CoLDaN).**

**Composition:** The Committee will be composed of seven voting members. The CSA Past President shall serve as Chair. The Immediate Past President shall serve a one-year term as a non-voting member (before becoming chair the following year). The remaining six members will be appointed to staggered terms. Each year two new members will be appointed to terms of three years; one will be a member of the Board of Directors and the other will be a CSA member of five years who is not serving on the Board. A committee member may only serve two consecutive full or partial terms.

**Vacancy:** If a member is unable to complete the entire three-year term the President shall appoint a replacement member of the appropriate category to finish the term of the vacated position.

**Duties:** To identify and develop future CSA leaders through individualized, annual education and mentoring.

To meet at least three times per year to identify, interview and guide potential and current Society leaders.

To produce a document listing potential candidates for leadership positions that looks forward at least five years.

To consider the maximum length of time that any incumbent should serve in an elected position as part of its mission to optimize the leadership of the Society.

To contact prospective nominees and obtain their consent to serve if elected.

To prepare a list of candidates for all offices becoming vacant at the close of the Annual Meeting, for delegate and alternate delegate positions to the ASA House





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of Delegates and for delegate and alternate delegate positions to the California Medical Association if the term of those positions will expire prior to the next Annual Meeting. This list will be submitted to the Board of Directors at its last meeting prior to the Annual Meeting for approval and then will be distributed to all members of the House of Delegates prior to the Annual Meeting.

### **11.036 Committee on Distinguished Service Award.**

**Composition:** The five past presidents immediately preceding the immediate past president, insofar as is possible. The junior member of the committee shall be chair.

**Duties:** To receive recommendations for the Distinguished Service Award of the California Society of Anesthesiologists.

Letters of recommendation are to be submitted directly to the chair of this committee by the District or Forum directors of the CSA at least ninety (90) days prior to the Annual Meeting of this Society. If no recommendation(s) by district directors are received by 90 days prior to the next Annual Meeting, the committee members may then, and only then, submit nomination(s) for consideration by the committee.

The Committee shall review the recommendations submitted and evaluate them for evidence of outstanding and meritorious service to Anesthesiology and the CSA.

Selection of a candidate shall require a 4/5 vote of the full committee. The Committee need not make a selection each year. The Committee shall be limited to one nomination at each Annual Meeting. It shall make its nomination for the Distinguished Service Award directly to the House of Delegates at the Annual Meeting.

Two-thirds secret ballot of the seated members in the House of Delegates shall be required for approval of the Committee nomination.

In the event of the death or resignation of a member of this Committee, the president shall appoint a replacement to fill the unexpired term. If possible, a past president shall be appointed.

### **11.037 Committee on Finance and Administration.**

**Composition:** The Assistant Treasurer shall serve as the Chair. Members will include the Immediate Past President, Treasurer, Speaker and/or Vice Speaker



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of the House, and six additional active members of the society appointed by the President who are knowledgeable about finance and administrative affairs.

The President may appoint additional members for a one-year term.

### **Duties:**

- Review the annual budget submitted by the Treasurer; forward the annual budget to the Board of Directors with a recommendation regarding approval;
- Review quarterly financial statements and year-end audit results;
- Review all contracts of the CSA that are longer than one year and/or obligate the organization to an expense greater than \$5,000 per year;
- Develop and revise the investment strategy for the CSA consistent with the goals and responsibilities of the society, recommend the strategy to the Board of Directors and oversee the investment activities of the CSA.
- Review and amend administrative procedures and administrative procedures manual;
- Report to the Executive Committee regarding all financial and administrative matters on a regular basis and whenever any irregularities are identified.

### **Term of office:**

The term of office for the chair and the CSA officers on the committee will be for one year.

The six (6) at large members of the committee will have terms of three years each: appointments will be staggered to ensure continuity. Two (2) members will initially be appointed to 1-year terms, two (2) members to 2-year terms and two (2) members to 3- year terms. At-large members can be reappointed to no more than two (2) additional terms of office to ensure broad representation of the membership in the activities of the committee.

### **11.038 Committee on Pain Medicine**

**Composition:** A chair appointed by the President, a CSA staff liaison, and other voting members of this Society as appointed by the President. The President shall attempt to achieve geographic balance within the membership of this committee.

**Duties:** To serve the education, advocacy, and practice management needs of anesthesiologists who practice pain medicine in California.

### **11.039.1 Committee on Legislative Affairs**

**Composition:** A chair appointed by the President, a CSA staff liaison, and at least seven other members, two of whom shall be members of the CSA Board of Directors. The President shall attempt to achieve some geographic balance within the membership of this committee.



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**Duties:** To develop and maintain effective contact with legislators at the state and district levels to work toward the defined advocacy goals of the Society.

To educate and update CSA members on events related to legislation that affect, or may affect in the future, the practice of anesthesiology within the state.

To maintain contact with advocacy efforts within ASA, and coordinate state and national advocacy work as appropriate.

To foster grassroots advocacy on the district level within this Society.

To advocate for CSA with other professional societies.

To work with the CPPC to communicate CSA's advocacy positions to the public.

### **11.039.2 Committee on Practice Management**

**Composition:** A chair appointed by the President, a CSA staff liaison, and at least seven other members, two of whom shall be members of the CSA Board of Directors. The President shall attempt to achieve some geographic balance within the membership of this committee.

**Duties:** To develop and maintain effective contact with regulators on the state and federal level, other professional societies, and ASA, in order to stay current with regulatory activity that affects the practice of anesthesiology in the state of California.

To communicate with CSA members regarding any developments at the state and national level that may affect practice management and policy.

To develop and maintain practice management information for the CSA website.

To assist members who have issues and questions related to practice management.

To work with EPD to develop educational resources, program content, and other information concerning practice management as appropriate to the needs of the Society.

### **11.040 Audit Committee.**

**Composition:** Appointed by President, to be approved by the Board. Shall be 5 members including the Chair, with at least 3 members who are not current



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members of F&A. Active members in good standing, excluding Past Presidents <3 years after completion of Presidential term and current elected officers.

### **Duties:**

- Review year-end financial statements with unrestricted access to supporting documents and financial data to accomplish this goal;
- Recommend after due diligence an outside auditor to the Board of Directors for Approval;
- Review any external auditor's reports;
- Report to the Board of Directors.

### **Term of office:**

The term of office for the chair and members will be for one year with at least 2 members being reappointed for a consecutive term.

### **11.041 Committee on the History of Anesthesiology in California**

**Composition:** A chair appointed by President, and a minimum of six additional members appointed by President on an annual basis.

### **Duties:**

- Collect, archive, and make accessible artifacts that showcase the important contributions of California's anesthesiologists and scientists to our modern anesthesia practice, education, and research; and
- Support the maintenance of a timeline detailing the history of anesthesiology in California

### **11.042 Committee on Justice, Equity, Diversity & Inclusion (JEDI)**

**Composition:** A chair appointed by President, a CSA staff liaison, and a minimum of six additional members appointed by the President, one of whom shall be a member of the CSA Board of Directors.

### **Duties:**

- To evaluate, educate, and address to the CSA President issues of racism and bias within the organization.
- To identify, create and provide resources to CSA membership on issues such as, but not limited to: racism, unconscious bias, micro-aggression, discrimination, stereotype threat, imposter syndrome, marginalization and mistreatment
- To provide resources to the CSA membership on issues such as, but not limited to: how to foster equitable work environments, how to recruit, retain, promote and hire diverse physician workforces



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- To assess the demographics of the CSA membership every 5 years with the goal to inform the CSA president and board of directors on whether we have adequate representation of our membership in leadership roles.

### **11.043 Committee on Global Health**

**Composition:** A chair appointed by the President, and other members of this Society as determined by the President. The President shall attempt to achieve balance within the membership of the committee in terms of practice type, geography, diversity, and inclusion.

**Duties:**

- To explore opportunities for positive impact, inform CSA Members, and coordinate efforts with other organizations regarding issues related to global health and access to safe anesthesia care.
- To facilitate CSA Members' participation in global health programs
- To highlight CSA Members' volunteerism and philanthropy; and
- To serve as a resource for CSA Members who seek opportunities to promote the goals of equity in global health and safe anesthesia care.

### **11.044 Committee for California Women Anesthesiologists**

**Composition:** A chair appointed by the President, a CSA Staff liaison, minimum of six additional members, appointed by the President, one of whom shall be a member of the Board of Directors.

**Duties:**

- Develop and maintain leadership and mentoring opportunities for women within and in conjunction with CSA.
- Provide virtual and in-person mentoring and networking forum(s).
- Provide resources for women in anesthesiology regarding CSA and other leadership opportunities as well as ASA committees, state component societies, academic and private practice leadership.
- Monitor and provide curriculum pertinent to CSA women members' practice and professional interests for the CSA annual meetings, virtual, online, and/or live conferences, and CSA division and committee activities.



### **11.045 Well-being, Work Culture Improvement, and Structural Enhancement - WWISE Committee**

**Mission Statement:** Committed to educate, support, and empower CSA members to improve, protect, and maintain their well-being through development of individual and organizational initiatives to help members thrive clinically, personally, and professionally.

**Composition:** A Chair appointed by the President, a CSA Staff liaison, minimum of six additional members, appointed by the President, one of whom shall be a member of the Board of Directors.

**Duties:**

1. To implement well-being initiatives within the CSA across all domains of well-being
2. To provide members with resources on implementing well-being change efforts and on protecting and identifying one's own needs to better care for patients.
  - a. Specific resource categories will include but not be limited to:
    - i. Strategies to combat burnout for a workforce
    - ii. Resources for family and personal long-term care planning
    - iii. Diversion and career re-alignment
    - iv. Destigmatization and enhanced availability of mental health care
    - v. Formal resources to develop workplace conflict management and related leadership skills.
    - vi. Resources on how to operationalize peer support after adverse events (e.g. second victim efforts)
3. Collaborate with other CSA committees to provide mentoring, sponsorship, coaching opportunities, and education
4. To highlight CSA member well-being activities at the state and national level
5. To provide audio, written, and visual resources for CSA members and education through these vehicles

### **11.046 CSA Committee on Sustainability in Healthcare**

**Composition:**

One Chairperson appointed by the president.

A minimum of six members, with representation from a broad range of practice modes.

The Chair will appoint a Vice Chair, Secretary, and Liaisons to major sustainability societies.

**Mission Statement:**

*CSA Bylaws*

*Updated November 2024*



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Promote sustainable healthcare practices, minimize environmental impact, and lead initiatives that integrate sustainability into all aspects of healthcare delivery.

### **Duties:**

- Develop and promote educational materials on sustainability for healthcare providers and the community.
- Advocate for sustainability guidelines for healthcare systems at a local and national level.
- Foster leadership in sustainability within the healthcare sector.
- Establish and strengthen connections with other sustainability organizations to collaborate on shared sustainability goals.

### **11.05 SPECIAL COMMITTEES**

The Special Committees of this Society are appointed by the President for specific purposes during the term of office. The incoming President may extend the term of the committee. Such committees may not be given assignments conflicting with or duplicating the functions of any standing committee.

### **11.06 REPORTS**

Each committee of this Society shall report its activities in the following manner:

#### ***11.061 Annual Report***

A written report detailing its activities and recommendations, addressed to the House of Delegates and forwarded to the Secretary of this Society.

#### ***11.062 Interim Reports***

Such written reports as the Board of Directors or the House of Delegates may require.

#### ***11.063 Filing***

Annual reports shall be filed by the Chair of the committee not later than thirty days prior to the annual session.



# Chapter 12: Parliamentary Authority

## **12.01 PARLIAMENTARY AUTHORITY**

The latest edition of *THE AMERICAN INSTITUTE OF PARLIAMENTARIANS STANDARD CODE OF PARLIAMENTARY PROCEDURE* shall govern questions of parliamentary procedure and order.

In no case shall that authority take precedence over or contravene the Articles of Incorporation, the Bylaws, or the Rules of Order of this Society.

## **12.02 ADMINISTRATIVE PROCEDURES**

The Board of Directors shall determine and prescribe procedural detail relative to any provision contained in these Bylaws, which prescription shall be recorded in an “Administrative Procedures Manual” (APM). These are also referred to as Standing Rules. The Board of Directors shall assign review and maintenance of the APM to a Committee or Task Force of its choice. Annual review and report shall occur for approval at the Spring Board of Directors meeting. Proposals for additions, amendments and revisions can be brought to any Board of Directors Meeting. The APM shall be updated and available, with any changes approved by the Board of Directors, to the membership within three weeks of said approval. The Board of Directors shall have final authority over these Administrative Procedures.





# Chapter 13: Funds and Expenditures

## 13.01 FUNDS

Funds of this Society are derived from the following sources:

### 13.011 Annual Assessments

An annual per capita assessment for each category of membership, other than Honorary, Resident and Fellow, Student, Retired, or Life, shall be made in the amounts established in the manner provided in these Bylaws.

### 13.012 Special Assessments

Additional funds may be raised by special assessments.

### 13.013 Other Sources

Funds may be derived from voluntary contributions, bequests, income from publications of this Society, and any other source approved by the Board of Directors.

## 13.02 EXPENDITURES

Expenditures of funds of this Society shall be made in the following manner:

### 13.021 Authority

Funds may be expended by the Board of Directors:

- (A) Within the limits of the annual budget approved by the House of Delegates;
- (B) In accordance with the authorizations and within the limitations provided in these Bylaws;
- (C) Provided that the stipend of any officer of this Society shall neither be increased nor decreased during that officer's term of office.

### 13.022 Payment

Checks issued by this Society must bear the signature of the Treasurer or President of this Society;

Provided, however, that the Board of Directors may authorize the establishment of special bank accounts and authorize persons who may sign checks drawn on those accounts.

## 13.03 BONDS



## California Society of **ANESTHESIOLOGISTS**

Such officers of this Society, and such other persons occupying positions of trust and confidence in this Society, as the Board of Directors shall direct, shall be bonded to the extent and in the amounts established by the Board; and

The cost thereof shall be paid by this Society.

### **13.04 LEGAL COUNSEL**

Statements in these Bylaws referring to the privilege of a member to legal counsel means that such member may be represented by counsel at the member's own expense.

### **13.05 RIGHT OF INDEMNIFICATION**

To the fullest extent permitted by law, this corporation shall indemnify its Directors, Officers, Division, Board, and Committee members, including persons formerly occupying any such position, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any "proceeding," as that term is used in that section, and including an action by or in the right of the corporations, by reason of the fact that the person is or was a person described in that section. "Expenses," as used in this bylaw, shall have the same meaning as in Section 9246(a) of the California Corporations Code.

#### ***13.051 Approval of Indemnity***

On written request to the Board of Directors any person seeking indemnification, the Board shall promptly determine whether the applicable standard of conduct set forth in Section 9246(b) or Section 9246(c) has been met, and, if so, the Board shall authorize indemnification. To the fullest extent permitted by law and except as otherwise determined by the Board in a specific instance, expenses incurred by a person seeking indemnification under these Bylaws in defending any proceeding subject thereto shall be advanced by the corporation before final disposition of the proceeding, on receipt by the corporation of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately determined that the person is entitled to be indemnified by the corporation for those expenses.



# Chapter 14: Referendum

## **14.00 REFERENDUM**

Any matter which affects this Society may be referred to the voting members of the Society for a general vote.

## **14.01 REQUIREMENTS**

Such matter shall be submitted to the voting members of this Society upon:

- (A) A two-thirds vote of the total membership of the Board of Directors;
- (B) A written request signed by eight members of the House of Delegates;
- (C) A written request signed by twenty-five voting members of this Society.

## **14.02 VOTING PROCEDURE**

Voting on the matter shall proceed in the following manner:

### **14.021 Submission**

Voting may proceed by electronic means as approved by the Secretary.

If a paper ballot is requested by any voting member of the Society, the office shall mail a ballot with an envelope marked "Ballot" into which the marked ballot may be sealed, and a second envelope addressed to the CSA office, in which the ballot envelope may be returned.

### **14.022 Completion**

Voting shall be considered completed at midnight of the thirtieth day after the date of submitting the question for referendum.



**14.023 Votes Necessary**

Ballots shall be counted by a committee of three voting members of this Society appointed by the president.

The vote shall be effective only if the members voting comprise the majority of all the voting members of this Society.

**14.03 DETERMINATION**

If the requirement of Section 14.023 has been met, the majority vote of the members voting shall determine the matter.

**14.04 RESUBMISSION**

No matter may be submitted to referendum which has been voted upon within the preceding year:

- (A) By the House of Delegates; or
- (B) By the Board of Directors; or
- (C) On referendum.



# Chapter 15: Educational Programs Division

## **15.01 SEPARATE DIVISION**

The mission of the Educational Programs Division of the California Society of Anesthesiologists is to provide relevant, timely, high-quality education to anesthesia professionals from California and all over the world. Through a strategic partnership with American Board of Anesthesiologists, CSA provides education that fulfills maintenance of certification requirements for our physician learners. CSA expects that our participants will improve their competence by increasing knowledge and skills sets, and/or improve their performance by applying their newly acquired knowledge and skill sets in their practice. Our goal is to enhance our participants' ability to provide quality and safe patient care. It is the belief of the CSA that by improving competence and performance, ultimately patient outcomes will be improved.

## **15.02 COMPOSITION**

The Educational Programs Division of the California Society of Anesthesiologists shall be composed of a chair and such members as the President may appoint, subject to the approval of the Board of Directors. All committee members and Chair shall follow the conflict of interest statement included in the Administrative Procedures Manual.

## **15.03 ELECTION**

The chair of the Educational Programs Division of the California Society of Anesthesiologists shall be elected by the House of Delegates of this Society at a meeting held during the Annual Session, in the manner provided in these Bylaws.

## **15.04 TERM OF OFFICE**

The term of office of the chair of the Educational Programs Division is two (2) years, commencing at the close of the annual session of the House of Delegates in the year in which elected.

### **15.041 Vacancies**

Should this office become vacant for any reason, the President shall appoint a successor to fill the vacancy until the next meeting of either the Board of



Directors or the House of Delegates, at which time the appointment for the unexpired term may be ratified or a different appointment made.

**15.05 GENERAL PURPOSE AND DUTIES**

The chair of the Educational Programs Division, in conjunction with the Executive Director of the Society, shall direct and facilitate educational programs, presentations and publicity designed to accomplish the purposes of the Educational Programs Division.

**15.06 QUORUM**

The lesser of one-third of the committee membership or 12 members in attendance constitutes a quorum.

**15.07 ACCOUNTING**

The Educational Programs Division of the California Society of Anesthesiologists shall maintain its accounting separate from the California Society of Anesthesiologists and shall report separately on income and expenditures to the Executive Committee and the treasurer of the Society.

**15.08 BUDGET**

The chair of the Educational Programs Division shall prepare annually and present to the Board of Directors a proposed budget setting forth anticipated income and expenditures and said budget shall be subject to the approval of the Board of Directors.

**15.09 REPORTS**

The Educational Programs Division of the California Society of Anesthesiologists shall submit a detailed report of its activities at each meeting of the Board of Directors of the Society.



# Chapter 16: Legislative and Practice Affairs Division

## **16.01 SEPARATE DIVISION**

The Legislative and Practice Affairs Division shall be a separate division of the California Society of Anesthesiologists.

## **16.02 PURPOSE**

The Legislative and Practice Affairs Division shall act in the performance of the following functions:

1. Establish communication with governmental bodies, both legislative and regulatory concerning regulation of the medical profession, and specifically of anesthesiology;
2. Establish communication with other bodies, health delivery systems and third parties that have or will have a substantial impact upon the professional, medical and/or economic day to day practice of anesthesiology, as allowed by federal and state laws concerning such contacts and communications;
3. Through dialogue with the above mentioned parties, establish a voice in the formulation of new laws and the development of regulations enforcing both new and existing laws;
4. Establish information exchanges and guidance as to the impact of such actions taken by governmental agencies and/or third parties upon the economic and day-to-day practice of the members of the Society;
5. Disseminate information to the members of the Society and other anesthesiologists when appropriate concerning the above activities through various publications, educational seminars and meetings, newsletters, bulletins and other forms of communication.

## **16.03 COMPOSITION**

The Legislative and Practice Affairs Division shall be comprised of a division chair and two standing committees: the Committee on Legislative Affairs, and the Committee on Practice Management. Each committee shall have a chair and members appointed by the President, subject to approval of the Board of Directors. All committee members and Chair shall follow the conflict of interest statement included in the Administrative



#### **16.04 ELECTION**

The chair of the Legislative and Practice Affairs Division shall be elected by the House of Delegates of this Society at a meeting held during the Annual Session, in the manner provided in these Bylaws.

#### **16.05 TERM OF OFFICE**

The term of office of the chair, and of the two committee chairs, of the Legislative and Practice Affairs Division is two (2) years each, commencing at the close of the Annual Session of the House of Delegates in the year in which that member is elected.

##### **16.051 Vacancies**

Should any of these offices become vacant for any reason, the President shall appoint a successor to fill the vacancy until the next meeting of either the Board of Directors or the House of Delegates, at which time the appointment for the unexpired term may be ratified or a different appointment made.

#### **16.06 DUTIES OF CHAIR AND COMMITTEE CHAIRS**

The chair and the two committee chairs of the Legislative and Practice Affairs Division, in conjunction with the Executive Director of the Society, shall direct and facilitate programs, presentations, publications, appropriate contacts, and interviews to accomplish the purposes of the Division as set forth in paragraph 16.02 above.

#### **16.07 ACCOUNTING**

The Legislative and Practice Affairs Division shall maintain its accounting separate from the Society and shall report separately on income and expenditures to the Executive Committee and Treasurer of the Society.

#### **16.08 BUDGET**

The chair of the Legislative and Practice Affairs Division shall prepare annually and present to the Board of Directors of the Society a proposed budget setting forth anticipated income and expenditures and said budget shall be subject to the approval of the Board of Directors.

#### **16.09 REPORTS**

The Legislative and Practice Affairs Division shall submit a detailed report of its activities at each regularly scheduled meeting of the Board of Directors of the Society.





# Chapter 17: Executive Office

## **17.01 EXECUTIVE OFFICE**

The Society shall maintain an Executive Office for the administration of its affairs.

## **17.02 EXECUTIVE DIRECTOR**

The Executive Director shall be the general administrative officer and business manager of the Society.

## **17.03 ADMINISTRATIVE PERSONNEL**

The employment and retention of administrative personnel shall be the responsibility of the Executive Director.

## **17.04 OVERSIGHT AND EVALUATION**

The president shall maintain communication with the Executive Director and Executive Office, representing the Executive Committee and the Board of Directors in duties of guidance and oversight for the Society.



# Chapter 18: Delegates to the California Medical Association

## **18.01 ELECTION**

The delegate and alternate delegate to the Specialty Delegation of the California Medical Association (CMA) shall be nominated and elected by the House of Delegates of this Society in the same manner as provided by these Bylaws for the election of officers of this Society.

## **18.02 TERMS OF OFFICE**

The term of office for the representatives of this Society to the California Medical Association shall be three years, commencing at the close of the next annual CMA Meeting, until the close of the third following annual session of the CMA House of Delegates.

## **18.03 DUTIES AND RESPONSIBILITIES**

The delegates and alternate delegates shall attend all meetings of the CMA House of Delegates, the CSA House of Delegates, and other such CMA or CSA meetings as deemed necessary by the CSA Executive Committee or CSA Board of Directors.

The delegates and alternate delegates are expected to attend all meetings of the CSA Board of Directors without vote if not currently elected members of the CSA Board.

The delegates and alternate delegates shall serve as liaison between the CSA and CMA, shall be CMA and CSA members in good standing, and shall represent to the CMA the official views of this Society.

## **18.04 VACANCIES**

If for any reason the delegate or alternate delegate to the Specialty Delegation of the California Medical Association becomes unable or unwilling to perform the functions of the position, or is removed from position, or moves from the jurisdiction of the body



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where elected, such position shall be declared vacant. Vacancies shall be filled in the following manner:

The Board of Directors of the CSA shall, by election at their next meeting, fill the vacancy until the next Annual Session of the CSA House of Delegates, at which time a successor shall be elected for the unexpired term.



# Chapter 19: Amendments

These Bylaws may be amended only in the following manner:

## **19.01 VOTING**

The House of Delegates of this Society may amend these Bylaws by a two-thirds majority vote of the seated delegates at any annual session or any special session of the House of Delegates called for that purpose.

## **19.02 ENACTMENT TIME**

Unless otherwise specified, amendments to the Bylaws shall take effect at the completion of the House of Delegates session at which they are approved.

## **19.03 SUBMISSION**

Proposed amendments must be submitted to the Bylaws Committee 45 days or more in advance of the scheduled House of Delegates session at which they are to be voted upon.



# *Rules of Order for the House of Delegates*

## **1.01 PURPOSE**

These Rules of Order are set forth to govern the deliberations of the House of Delegates and its committees.

## **2.01 MEETINGS OF THE HOUSE OF DELEGATES**

The House of Delegates shall meet as required by Section 8.05, Chapter 8 of the Bylaws of this organization.

## **3.01 SUBSIDIARY COMMITTEES**

### **3.011 Credentials Committee**

**Composition:** The Credentials Committee shall consist of five active members of this Society, and shall include the assistant secretary as chair, a member of the Committee on Bylaws as selected by its chair, the vice-speaker of the House of Delegates, and two members selected by the speaker of the House of Delegates.

**Duties:** The Credentials Committee shall examine the credentials of all who seek admission to the House of Delegates, and rule on the seating of members and proposed substitutions for absentees. All those whose credentials are found to be in order shall be registered and seated as official members of the House of Delegates. Alternate delegates shall be seated to fill vacancies resulting from the absence of a delegate. Alternates shall be seated in the order of their appearance before the committee. Any CSA member registered as a House of Delegates visitor may be admitted to the visitors' gallery within the limits of space.

An appeal on any ruling of the Credentials Committee may be entered by the individual whose credentials are in question or by any voting member on the questioned member's behalf. Such motion to appeal must be entered immediately following the report of the Credentials Committee to the House that a quorum exists and a majority vote by the House will decide the issue.

The Credentials Committee shall designate one of its members as sergeant-at-arms to act under direction of the speaker to ensure that all members are



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properly seated and to carry out the will of the House in the preservation of order.

The Credentials Committee shall report to the House, when requested by the Speaker, on the following:

- (A) Total number of members of the House eligible to vote at this session.
- (B) Number of such members registered and officially seated.
- (C) Announcement of quorum.
- (D) Announcement of sergeant-at-arms.

**Vacancies:** In the event vacancies occur in the Credentials Committee, said vacancies shall be filled by appointment by the Speaker of the House of Delegates.

### **3.012 Reference Committee**

Reference Committees may be constituted at any session of the House of Delegates to consider any items which the House desires to refer for further study. Such committees may be formed in any manner desired by the House.

### **3.013 Tellers Committee**

A Tellers Committee shall be constituted for the purpose of collecting and counting ballots for votes requiring a written or counted ballot.

## **4.01 ORDER OF BUSINESS**

The Speaker of the House of Delegates may add items of business and may change the order in which items are presented. Otherwise, the Order of Business of the House of Delegates shall be:

- (A) Registration and seating of members of the House of Delegates. Non voting members shall be seated in a section apart and clearly separated from voting members.
- (B) Call to order by the president.
- (C) Institution of speaker as the presiding officer.
- (D) Report of the Credentials Committee.
- (E) Introductory remarks by speaker.
- (F) Introduction of minutes of last session of the House, by title.
- (G) Report of the president. This report may be presented in the format of the president's choice.
- (H) Presentation of and remarks by the president-elect.
- (I) Report of the secretary.
- (J) Report of the interim actions of the Board of Directors. This report shall be presented in full unless it has been previously published and circulated to all members of the House of Delegates.
- (K) Report of the treasurer.



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- (L) Report of the director from each director district.
- (M) Report of the American Society of Anesthesiologists director from California.
- (N) Reports of Standing Committees.
- (O) Reports of Special Committees.
- (P) Unfinished business.
- (Q) New business.
- (R) Election of officers.
- (S) Resumption of chair by the president.
- (T) Installation of the incoming president.
- (U) Adjournment by the president.

Each item of business shall be subject to full debate, amendment and any action which the House desires to take upon it, except that any item which has previously been accepted for a first reading may not be amended to any degree that materially alters the original intent of the item

### **5.01 MOTIONS**

Only members of the House of Delegates are privileged to make motions, except that the duly appointed chair of any committee may make motions pertaining to any matter which has been referred to and considered by that chair's committee, whether the chair be a member of the House or not. Any voting member of a committee may make motions incident to the introduction of and debate on minority reports.

All resolutions shall be submitted in writing.

The speaker may, at the speaker's discretion, direct that complicated motions or amendments be submitted in writing.

A motion to take any tabled motion from the table is in order during the same session at which it was tabled or during the next session, even if sessions are held no more often than annually. In this reference the term "session" shall be understood to include



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the total number of meetings which are held between the initial convening of the House of Delegates and its final adjournment.

### **6.01 DEBATE**

Discussion and debate on any matter before the House shall be carried out according to standard parliamentary procedure as outlined in the official parliamentary authority of this Society.

Any voting or non voting member of the House of Delegates has the right to discussion of any matter before the House.

Any duly appointed member of a committee shall be accorded the privilege of discussing any matter which was considered and is being reported by that committee.

Any advisor or technical assistant shall be accorded the privilege of discussing any matter before the House, if invited by the speaker, or if such request is made by any member. This privilege may be denied to such individual by a motion duly entered and passed by the majority of the voting members of the House.

The president shall be granted the floor without regard to the customary limitations of debate, insofar as this can be done without infringing upon any member's parliamentary rights, and further provided that the president shall be bound by the usual rules of parliamentary decorum, and shall be subject to any special rules to limit debate which are in effect at the time.

### **7.01 VOTING**

Voting shall be carried out according to standard parliamentary procedure as outlined in the official parliamentary authority of this Society.

The method of voting shall be at the option of the speaker, except when the method is stipulated in the Bylaws of this Society or when the House adopts a motion to vote in a





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specific way. The speaker shall state the method of voting when the question is put to vote.

If the speaker is in doubt as to the outcome of any vote, a retake of the vote by some method to indicate the exact number of votes will take place. Any voting member of the House may request a retake of the vote.

A vote offered by proxy or by mail shall not be considered valid except when so stipulated in the Bylaws.

The secretary may be instructed by the House to cast a single ballot on either side of a question, but a motion "to cast a unanimous ballot" shall not be in order.

If any election to office results in a tie vote the winner shall be determined by drawing lots.

### **8.01 APPEALS, CHALLENGES AND CLAIMS OF ILLEGALITY**

An appeal, challenge or claim of illegality may be entered only by voting members of the House, except that an appeal from a decision of the Credentials Committee may be entered by the individual whose credentials are in question.

Appeals from a decision of the Chair must be raised immediately after the decision is rendered and before other business has intervened.

Appeals from a decision of the Credentials Committee must be raised immediately following the announcement of a quorum and before other business has intervened.

All other appeals, challenges or claims of illegality must be raised at the same session at which the action under question occurred.

### **9.01 UNANIMOUS CONSENT**

The House may, by unanimous consent, grant any motion, action, or request which is not in violation of any provision in the Articles of Incorporation or Bylaws of the California Society of Anesthesiologists, even if such action is adjudged to be out of order per the official parliamentary authority of this Society, or these Rules of Order.

### **10.01 AMENDMENT AND SUSPENSION**

These Rules of Order may be amended, or any provision thereof temporarily suspended by a two-thirds majority vote of the House of Delegates at any legal meeting of the House.

No provisions of these Rules of Order shall be effective and no amendment to nor suspension of the provisions thereof shall be permitted if such provision or action is in



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violation of the Articles of Incorporation or Bylaws of the California Society of Anesthesiologists, or the laws of the State of California.

### **11.01 PARLIAMENTARY AUTHORITY**

The latest edition of *THE AMERICAN INSTITUTE OF PARLIAMENTARIANS STANDARD CODE OF PARLIAMENTARY PROCEDURE* shall govern all matters not covered by the Rules of Order or the Bylaws of this Society.

Those situations not so covered shall be decided by the Speaker, with the consent of the House of Delegates.