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| **ARTICLE I. Name** The name of the Society shall be The Dyspnea Society, and it shall be incorporated as a nonprofit corporation in the Commonwealth of Virginia. |
| **ARTICLE II. Purpose** The purpose of The Dyspnea Society is to promote research of the mechanisms, measurement and management of dyspnea (a.k.a. Shortness of breath or breathlessness). This purpose is achieved by an international and multidisciplinary membership of clinicians and scientists who advance the scientific knowledge of dyspnea and its translation into clinical practice.  |  |
| **ARTICLE III. Restrictions on Activities** Section 1. No part of the earnings of the Society shall inure to its members, officers, or other private persons, except that the Society shall be authorized and empowered to pay reasonable compensation for services rendered in direct support of its purpose.Section 2. No part of the activities of the Society shall be directed towards influencing legislation or intervening in political campaigns. |  |
| **ARTICLE IV. Membership** Section 1. The Executive Committee may establish and/or change the membership classes. The Executive Committee shall set the dues amount and the criteria for each class of membership.Section 2. All individuals who are members in good standing shall have the right to vote, hold office, and serve on committees. To be in good standing, a member must not be more than six months in arrears in his/her dues and financial obligations to the Society. Individuals more than six months in arrears in their dues will be declared inactive, but retained on the membership rolls for an additional six months. Inactive members can reinstate their good standing by payment of current dues. Individuals whose dues are more than 1 year in arrears shall be dropped from the membership rolls.Section 3. Members do not have the right to make statements on the Society’s behalf. All official statements of the Society should be endorsed by the Executive Committee and released by the secretary.  |   |
| **ARTICLE V. Officers**  Section 1. The Officers of the Society shall be the President, President-elect, Secretary, Treasurer, and the Immediate Past President. The election procedure is as described in Article VII.Section 2. President. The President of the Dyspnea Society is the highest-ranking officer of the organization and is directly accountable to the membership. The President leads the development of the strategic goals and objectives of the Society and provides direction and leadership. The President serves as the Chair of the Executive Committee and bi-annual general Meetings. A detailed position description shall be maintained on the society’s website.Section 3. Immediate Past President. In those years when a new President assumes office, the current President assumes the office of Immediate Past President. The Immediate Past President remains in office until a new Immediate Past President assumes the office. A vacancy in the office of Immediate Past President cannot be filled by appointment.Section 4. President-Elect. The President-Elect is the second highest-ranking officer of the Society and shall support the President to advance the work of the Society. At the end of the term, the President-Elect shall assume the office of President of the Society.  In the event that the President is temporarily unable to fulfill her/his duties to the Society, the President-Elect may be appointed Acting President by the Executive committee.  A detailed position description shall be maintained on the Society’s website.Section 5. Secretary. The Secretary oversees the recording of proceedings of meetings of the Society and is responsible for the Society’s official statements and correspondence. A detailed position description, approved by the Board, shall be maintained on the Society’s website. Section 6. Treasurer. The Treasurer oversees the financial records of the Society according to standard accounting practices, and is responsible for safeguarding the Society’s funds. The Treasurer presents periodic reports on the financial status of the Society to the Executive Committee and a full report to the membership at the bi-annual Society Meeting. A detailed position description shall be maintained on the Society’s website.Section 7. Communications Officer. The communications officer is responsible for international promotion of the society to increase awareness of the broader scientific and clinical community. The role of the communications officer is to implement fund-raising and awareness campaigns determined in conjunction with the Executive Committee and implemented via the Society’s website and other promotional mechanisms. The communications officer is not a member of the Executive Committee. The communications officer is determined by majority vote of the Executive Committee. The communications officer may form an ad-hoc working group to seek and implement effective and timely strategies. A detailed position description shall be maintained on the Society’s website. |    |
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| **ARTICLE VI. Bi-Annual Nominations and Elections** Section 1. Nominations. Nominations shall made on or before July 1st and submitted to the Society Secretary via email who will provide a list of candidates for each position subject to election in that year. Valid nominations will be made by any member in good-standing and self-nomination by a member in good-standing is permissible. Nominations should be made with supportive material. The names of nominees, and other such supportive materials as deemed appropriate by the Executive Committee shall be posted to the Society’s website on or before August 1st. Between August 1st and August 15, members may petition for additional candidates to be added to the ballot. Such nomination petitions may consist of either a single document or separate letters. To be nominated by petition, each candidate must have the support of at least 2 Dyspnea Society members in good standing. All petitions and letters must be addressed to and received by the Society secretary on or before midnight Eastern Time (GMT-5) of August 15.Section 2. Elections. On September 1, a secured, electronic ballot shall be activated on the Society’s website, along with instructions for electronic voting. All ballots must be electronically submitted to the website on or before midnight Eastern Time (GMT-5) September 15 to be counted. Results shall be posted to the Society’s website by October 1. A plurality of the votes cast is needed for election. In the event of a tie, the election shall be decided prior to October 1 by a majority vote of the current members of the Executive Committee.Section 3. The Officers of the society (President, Secretary and Treasurer, President Elect and Past President) shall be elected by a majority vote of the membership by electronic vote before September 15th, and assume their duties at the conclusion of the Society’s next bi-annual meeting. The communications officer is selected by the newly formed executive committee. Should the bi-annual meeting be cancelled or postponed, the newly elected officers will assume their role at the end of their predecessor’s term. Officers serve a two-year term of office and may be re-elected once to that position. After serving 1 or 2 terms in one Officer position, a person may run for another Officer position, and the term is also 2 years with possible re-election to one additional term. An individual may serve a total of 10-years as an officer. An officer may be removed by a two-thirds vote of the entire membership of the Executive Committee. There is no term limit on the role of communications officer who serves at the will of Executive Committee. Section 4. If the President resigns or is unable to fulfill their duties for an extended period of 6 months for any reason, the President-Elect shall become the President and a new President-Elect shall be elected by a majority vote in a special election of the Executive Committee within 60 days.  Should the treasurer or secretary resign or are unable to fulfill their duties for an extended period of 6 months, the new treasurer or secretary will be elected by a majority vote in a special election of the Executive Committee within 60 days. |
| **ARTICLE VIII. Standing Committees** Section 1. Definition. Standing Committees are defined in these Bylaws and can only be removed or redefined by through bylaws amendment. Other ad-hoc committees or working groups may be created by the Executive Committee to serve specific duties important to the organizationSection 2. Executive Committee. The Executive Committee, which consists of the Officers (except the communications officer), shall make decisions and take actions on behalf of the Society between bi-annual meetings. The President shall call meetings of the Executive Committee. The Executive Committee shall assist the Treasurer in maintaining the financial health of the Society, including preparation of the annual budget.Section 3. Society Meeting Organizing Committee. The Society Meeting Committee comprises the President, Secretary, Treasurer, and the organizers of prior society meetings. The committee will assess applications from prospective organizers of future meetings. Once selected, the appointed meeting organizer(s) will join the meeting committee. The committee will then determine the location and program of the future bi-annual meeting. Upon formation of the Society Meeting Organizing Committee, the appointed meeting organizer(s) will form a Scientific Program sub-committee whose role will be to generate a meeting themes, speakers and program, The Society Meeting Organizing Committee will only advise the Scientific Program Committee.   |
| **ARTICLE IX. Membership Meetings** Section 1. Bi-annual General Meeting Time, Place, and Purpose. The Bi-annual General Meeting of the Society shall be held during the bi-annual society meeting. The Bi-annual General Meeting shall include the transaction of such other business as may properly be brought before the membership. Notice of the Bi-annual General Meeting is to be given when the program of the society meeting is announced.Section 2. Notice of Executive Committee Meetings. The Society Secretary shall give notice of all executive committee meetings to officers stating the place, day, and hour of the meeting and, in case of a Special Meeting, the purpose for which the meeting is called. Such notice of special meetings shall be not less than ten nor more than fifty days before the date of the meeting. Minutes of the executive committee meeting will be made available to members within one month of the meeting. The president is permitted to call the executive meeting to closed session, for which no minutes will be made. Section 3. Quorum. To conduct society business between bi-annual meetings, the executive committee must have all members present. A quorum for transaction of business at the bi-annual meeting shall be not less than 10% of the total membership in good standing.Section 4. Voting and Representation. Each member who is present shall be entitled to one vote at all Dyspnea Society meetings. A membership roll showing the list of members as of the record date, certified by Society’s Secretary, shall be produced at any meeting of the members upon request. All persons appearing on such membership roll shall be entitled to vote. |
| **ARTICLE X. Amendments** Section 1. Amendments of the bylaws may be proposed by a majority of Executive Committee or by a petition, sent to the Secretary, bearing the signatures of at least 15 members in good standing.Section 2. Notice of proposed amendments, shall be posted to the Society’s website on or before August 1. On September 1, a secured, electronic ballot shall be activated on the Society’s website, along with instructions for electronic voting. All ballots must be electronically submitted to the website on or before midnight Eastern Time (GMT-5) of September 15th to be counted. The Secretary shall tally the votes for posting on the Association’s website by October 15.Section 3. In the event of an urgent requirement for an amendment, the Executive Committee, by a two-thirds vote, may authorize posting a proposed amendment to the members at any time. Notice of proposed amendments shall be posted on the Society’s website for a 30-day period prior to balloting. At the end of the posting period, a secured electronic ballot shall be activated on the Society’s website, along with instructions for electronic voting. All ballots must be submitted within 30 days of the opening of balloting. The Secretary shall tally the votes and post the result on the Society’s website.Section 4. All amendments of the bylaws require an affirmative vote of two-thirds of the members in good standing who submit valid ballots.  |
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| **ARTICLE XI. Other Provisions**Section 1. The fiscal year of the Society shall be on a calendar year basis (January 1 to December 31).   Section 2. The Society shall be governed by Robert’s Rules of Order, as currently revised. In case of a conflict between Robert’s Rules of Order and these bylaws, the bylaws shall take precedence.  |
| **ARTICLE XIII. Dissolution of the Society**In the event of the dissolution of the Society, the Executive Committee shall give all its assets to one or more nonprofit, tax-exempt organizations supporting work relevant to the purpose of the Society. If the Executive Committee cannot decide, the decision shall be made by the applicable Court in the Commonwealth of Virginia. |  |