

# **AMERICAN ASSOCIATION OF SLEEP TECHNOLOGISTS**

## **BYLAWS OF THE AMERICAN ASSOCIATION OF SLEEP TECHNOLOGISTS**

### **NAME**

The name of the corporation is the American Association of Sleep Technologists (hereinafter referred to as the “AAST”) and is located at 2510 North Frontage Road, Darien, IL 60561.

### **MISSION**

To promote and advance the Sleep Technology Profession through the continued development of educational, technical and clinical excellence in sleep disorders.

### **VISION**

To preserve the autonomy and future of the Sleep Technology Profession by providing educational and professional pathways with innovative approaches that promote professional growth and development.

### **PURPOSE**

To provide a voice for the professionals who ensure the safe and accurate assessment and treatment of sleep disorders.

## **CHAPTER 1** **MEMBERS**

### **A. Classes of Membership**

The AAST shall have six (6) classes of membership: Regular, Student, Associate, Supporter, Honorary, and Charter.

#### **(1) Regular Members**

Shall be those individuals whose primary employment is in the Sleep Technology Profession. Regular members receive subscriptions to publications owned or operated by the AAST. Regular members may serve as officers of the Corporation, on the Board of Directors and on Committees and have full voting privileges. Regular members pay dues as set by the Board of Directors.

#### **(2) Student Members**

Shall be those individuals enrolled in a formal training program for sleep technology and may remain as such for the length of their educational program. Student members shall receive

subscriptions to publications owned or operated by the AAST. Student members are not eligible to serve as officers of the Corporation, on the Board of Directors or on Committees and do not have voting privileges. Student members pay dues as set by the Board of Directors.

(3) Associate Members

Shall be those individuals who have an interest in the Sleep Technology Profession and do not qualify under any other individual member class. Associate Members shall receive subscriptions to publications owned or operated by the AAST. Associate members are not eligible to serve as officers of the Corporation, on the Board of Directors or on Committees and do not have voting privileges. Associate members pay dues as set by the Board of Directors.

(4) Supporter Members

Shall be corporations wishing to promote the purposes of the AAST through financial support of the AAST. Supporter members will receive benefits as defined by the Board of Directors for their respective level of supporter membership. Supporter members are not eligible to serve as officers of the Corporation, on the Board of Directors or on Committees and do not have voting privileges. Supporter members pay dues as set by the Board of Directors.

(5) Honorary Members

Shall be those persons accorded such membership status by the unanimous vote of the Board of Directors, for special service to the field of sleep technology or the AAST. Honorary members receive subscriptions to publications owned or operated by the AAST. Honorary members are not eligible to serve as officers of the Corporation, on the Board of Directors or on Committees and do not have voting privileges. Honorary members pay dues as set by the Board of Directors.

(6) Charter Members

Shall be those individuals who participated in the organizational meeting at Stanford, California during April 1978; such Membership carries with it no special rights or privileges apart from the designation of Charter Member. Charter members receive subscriptions to publications owned or operated by the AAST. Charter members are not eligible to serve as officers of the Corporation, on the Board of Directors or on Committees and do not have voting privileges. Charter members pay dues as set by the Board of Directors.

B. Election of Members

All interested individuals or corporations must apply to the AAST for membership. Review of applications and decisions on acceptance shall be made by the Board of Directors or its appointed designee. Applicants will be notified of their acceptance or rejection for membership.

C. Resignation of Members

Any member may resign from the AAST by providing written notice of such intention to the Secretary. Resignation shall not relieve a member of any financial obligations to the AAST. The AAST will not prorate and refund dues of any member who resigns.

D. Transfer of Membership

Membership in the AAST is not transferable or assignable.

**CHAPTER 2**  
**OFFICERS, TERMS OF OFFICE, ELECTION AND DUTIES**

A. Officers

The Officers of the AAST shall be a President, President-elect or Immediate Past President, Secretary and Treasurer. The Board of Directors may elect to appoint such other Officers as it shall deem desirable. No two (2) offices may be held by the same person.

B. Term of Office

(1) President

The term of President is two years. The term shall commence at the Annual Membership Meeting following the completion of his/her term as President-elect. The office of President is limited to two non-consecutive terms.

(2) President-elect

The term of President-elect is one year. The term shall commence at the Annual Membership Meeting following his/her election. The office of President-elect is limited to two terms. The President-elect shall be elected by vote of the members of the association.

(3) Immediate Past President

The term of Immediate Past President is one year. The term shall commence at the Annual Membership Meeting following the completion of his/her term as President.

(4) Secretary

The term of Secretary is three years. The term shall commence at the Annual Membership Meeting following his/her election. The office of Secretary is limited to two terms. The Secretary shall be elected by vote of the members of the association.

(5) Treasurer

The term of Treasurer is three years. The term shall commence at the Annual Membership Meeting following his/her election. The office of Treasurer is limited to two terms. The Treasurer shall be elected by vote of the members of the association.

C. Qualifications

Officers and Directors must be AAST Regular members in good standing for three consecutive years, working full-time in the Sleep Technology Profession and have five years of experience working in the Sleep Technology Profession. Nominees for the office of President-elect must be current members of the Board of Directors

D. President

- (1) The President shall be the principal Executive Officer of the Corporation and shall oversee all of the business and affairs of the Corporation. The President shall preside at all meetings of the AAST and shall perform such duties as customary and parliamentary usage require. The President shall be Chair of the Executive Committee, a member of the Board of Directors and an ex-officio member of all committees of the AAST.
- (2) The President is the official spokesperson for the AAST. In the absence of the President, the President-elect or designated alternate shall serve as the official spokesperson for the AAST. No statement shall be made by the President or designated alternate that advocates a group boycott by members or violation of federal and state antitrust or any other laws.
- (3) No President or designated alternate may encumber the AAST with indebtedness nor assume any financial obligation in the name of the AAST without prior authorization of the Board of Directors.
- (4) The President shall, upon expiration of one term as President, serve on the Board of Directors for one year as Immediate Past President.

E. President-elect

- (1) The President-elect shall be elected bi-annually by the membership of the AAST.
- (2) The President-elect shall assist in the performance of the President's duties and in the absence of the President preside at meetings of the AAST. The President-elect shall be a member of the Board of Directors and a member of the Executive Committee.
- (3) The President-elect shall perform such additional duties as may be assigned by the Board of Directors.

- (4) Upon expiration of the term of office of the President, the President-elect shall assume the presidency of the AAST.

F. Treasurer

- (1) The Treasurer shall be a member of the Board of Directors, Executive Committee, and shall have the following additional duties:
  - a. Shall keep an account of all funds of the AAST.
  - b. Shall maintain a correct list of the members of the AAST in good standing and shall promptly notify each member who becomes delinquent in his/her dues, and shall keep on permanent file all applications for membership and a record of the actions taken on same.
  - c. Shall submit association accounts for examination as the Board of Directors may direct and shall render to the Board of Directors such accounts of the official acts and of the state of funds of the AAST as they require.
  - d. Shall perform all duties incident to the Office of Treasurer, and other such duties as may be assigned by the Board of Directors.

G. Secretary

- (1) The Secretary shall be a member of the Board of Directors, Executive Committee, and shall have the following additional duties:
  - a. Shall attend all meetings of the AAST and the Board of Directors and keep minutes of their respective proceedings and shall be the custodian of the seal of the AAST and all records and papers belonging to the AAST.
  - b. Shall see that all notices are duly given in accordance with these Bylaws or as required by law.
  - c. Shall perform all duties incident to the Office of Secretary and other such duties as may be assigned by the Board of Directors.

H. Immediate Past-President

- (1) The Immediate Past-President shall be a member of the Board of Directors, Executive Committee, and shall serve as advisor to the President and shall perform such duties as may be assigned by the Board of Directors.

I. Vacancies

- (1) An unexpired term of office for any reason shall be filled according to the following:
  - a. The President by the President-elect who shall complete the unexpired term as well as the presidential term for which elected.

- b. The President-elect at the discretion of the Board of Directors. The appointed individual shall complete the unexpired term as well as the regular term for which elected.
- c. The Treasurer at the discretion of the Board of Directors. The appointed individual shall complete the unexpired term.
- d. The Secretary at the discretion of the Board of Directors. The appointed individual shall complete the unexpired term.

### **CHAPTER 3** **BOARD OF DIRECTORS**

#### A. Composition and Term of Office

- (1) The Board of Directors shall consist of the President, President-elect or Immediate Past President, Secretary, Treasurer and seven (7) Directors elected by the membership.
- (2) The term of office of Directors elected by the membership of the AAST shall run for three years unless appointed to serve an unexpired term, in which case they shall serve the unexpired portion of the term. A Director shall be appointed for not more than one additional consecutive term, with the exception that a Director appointed to serve an unexpired term shall be eligible for reelection to not more than two (2) additional consecutive terms.
- (3) Each Director shall hold office until his/her successor has been elected and installed in office at the Annual Membership Meeting.

#### B. Powers

- (1) The Board of Directors shall have charge of and control of all property of the AAST of whatsoever nature and of all funds of whatsoever source.
- (2) All powers not otherwise expressly assigned in these bylaws, shall be vested in the Board of Directors. The Board of Directors shall be the policy making body of the AAST and shall consider all matters brought before it by the Officers of the AAST, report of committees, or other members of the AAST.
- (3) Approval of the Board of Directors must be obtained before any person expends or uses for any purpose money or property belonging to the AAST. No funds shall be authorized by the Board of Directors that advocates a group boycott of members or violation of federal and state antitrust or any other laws.
- (4) The Board of Directors may establish such rules for the conduct of its affairs, as it may deem necessary and desirable. The Board of Directors shall be empowered to employ chief executives whose duties and title shall be determined by the Board of Directors. The chief executive shall report to and be responsible to the President and the Executive Committee. In

no event may an Officer or Director be an employee of the AAST. The Board of Directors at the expense of the AAST shall provide fidelity bond coverage for the Officers, Directors, and employees of the AAST in an amount sufficient to protect the funds of the AAST.

- (5) The act of the majority of the Board of Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, except where otherwise provided by law or by these Bylaws. Unless the Board of Directors provides otherwise, attendance at Board of Directors meetings will be limited to the Board of Directors and the Executive Director. Individuals whose presence is necessary for discussion of a specific agenda item may be invited to attend that part of the meeting.
- (6) The Board of Directors may change the mission, vision, purpose statements as needed to meet the needs of the AAST.

### C. Meetings

- (1) The Directors shall hold regular meetings at such time and place as they may choose. Special meetings may be called at any time by the President and shall be called on the request of three Directors. Six members of the Board of Directors shall constitute a quorum at any meeting.
- (2) Absence of a Director from three consecutive meetings of the Board of Directors without an excuse satisfactory to the remaining members of the Board of Directors shall be interpreted as a resignation from the Board of Directors.
- (3) The location of all meetings of the Board of Directors shall be determined by the President in consultation with the Officers and Directors of the AAST.
- (4) Notice of any special meetings of the Board of Directors shall be given at least ten (10) days prior thereto by written notice delivered personally or sent by mail or facsimile or email to each Director at his or her address as shown by the records of the AAST. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage prepaid thereon. If notice is given by facsimile or e-mail, such notice shall be deemed to be delivered when a successful sent message is received. Any Director may waive notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The business to be transacted at any regular or special meeting of the Board of Directors shall be specified in the notice or waiver of notice of such meeting. Additional agenda items may be proposed and considered by the motion of any Director at the meeting.

### D. Reports

The Board of Directors shall make an annual report of its stewardship and of the general status of the AAST at the Annual Membership Meeting of the AAST and at such other times as it may deem necessary.

E. Resignations

Any Officer or Director may resign at any time by giving written notice to the Board of Directors or the President or the Secretary or Treasurer. Any such resignation shall take effect at the date of receipt of such notice or at any later time therein specified, and, unless otherwise specified, the acceptance of such resignation shall not be necessary to make it effective.

F. Vacancy on the Board of Directors

In the event that there is an Officer or Director vacancy, it shall be filled by appointment by the Board of Directors for the unexpired portion of the term.

**CHAPTER 4**  
**COMMITTEES**

A. Committees of the AAST shall be:

(1) Executive Committee

a. Composition

The Executive Committee shall consist of the President, President-elect or Immediate Past President, Secretary and Treasurer. The Board of Directors may add additional members to the Executive Committee from the Board of Directors at its discretion.

b. Meetings

The Executive Committee shall meet monthly at such time and place as determined by the Committee. The President shall preside at meetings of the Executive Committee. Emergency meetings shall be held whenever the best interest of the AAST would seem to indicate same. In the absence of the President, the presiding officer shall be the President-elect or Immediate Past President.

c. Quorum

A quorum for regular or emergency meetings shall be three members of the Executive Committee and for the transaction of business at any meetings of the committee.

d. Duties and Responsibilities

Duties and responsibilities shall be:

- i. Make such decisions and conduct such business between meetings of the Board of Directors in the best interest of the AAST and its members. Such decisions may not be contrary to established policy as previously determined



by the Board of Directors and shall be subject to subsequent approval by the Board of Directors.

- ii. Make such appropriations between meetings of the Board of Directors as may be required in the best interest of the AAST and its members. Such actions shall not be contrary to such actions previously taken by the Board of Directors and shall be subject to subsequent approval by the Board of Directors.

## (2) Standing Committees

- a. The Board of Directors shall appoint and disband such Standing Committees as necessary to address issues of interest to the membership, areas of interest shall include but are not limited to education, training and advocacy. The name, composition and mandate for such Committees shall be at the discretion of the Board of Directors.
- b. In those instances of subcommittees, at least the Chair of each subcommittee shall be a member of the parent Committee.

## (3) Board of Directors

The Board of Directors may establish and appoint Committees of the Board of Directors as needs dictate.

## (4) Presidential Committees

The President of the AAST may appoint ad-hoc Committees as deemed necessary provided the mandate to any such Committee does not duplicate the mandate of the existing Committee. Presidential Committees shall expire with the term of the President.

## (5) Nominations and Elections Committee

The Nominations and Elections Committee shall be composed of the President, President-elect or Immediate Past President, Secretary and Treasurer. The duties of the Nominations and Elections Committee shall include:

- a. Request and receive nominations from members of the AAST for the positions of President-elect, Secretary, Treasurer and Directors-at-Large. Review nominations and submit a report with its recommendations to the Board of Directors.

## (6) Awards Committee

The Awards Committee shall be comprised of the President-elect or Immediate Past President as Chair and the AAST Standing Committee Chairs as its members. The Committee will review nominations and provide a report to the Board of Directors with its recommendations.

(7) Committee on Committees

The Committee on Committees shall be composed of the President, President-elect or Immediate Past President, Secretary and Treasurer. When applicable, the President-elect shall serve as the Chair of the Committee; otherwise, the President shall serve as the Chair of the Committee.

B. Committee Composition, Organization and Terms of Office

(1) Standing Committees

- a. Members of all Standing Committees shall be nominated by the Committee on Committees and subject to confirmation by the Board of Directors. No officer of the AAST, nor any Director, may serve on any Standing Committee.
- b. The Chairs of all Standing Committees unless otherwise specified in these bylaws shall be designated by the Board of Directors.
- c. No member of a Standing Committee may serve more than two consecutive three-year terms, but an individual may serve an additional two terms if appointed to Vice Chair and/or Chair. An individual may continue to serve as a consultant if it is believed he/she has special expertise that would continue to help the Committee beyond the individual's term. In such capacity, he/she shall have no vote.

(2) Board of Directors Committees and Presidential Committees

- a. The composition, membership, and chair of all Board of Directors Committees or Presidential Committees shall be determined by the appointing authority.
- b. The term of office of Board of Directors Committees shall terminate with the accomplishment of the charge. If such Committee has not fulfilled its charge within three years, it must be made a Standing Committee of the AAST.
- c. The term of office on Presidential Committees shall terminate with the completion of the Committee charge or the President's term of office, whichever occurs first. The President-elect may extend the term of a Presidential Ad-Hoc Committee for the term of his/her presidency.

(3) Committee membership is restricted to Regular members of the AAST except when the purpose of the AAST requires the addition of knowledgeable individuals from other fields.

(4) Joint Committees may be established with other community, governmental, or scientific organizations at the discretion of the Board of Directors.

(5) Ex-officio members

- a. Standing Committees – The President shall be an ex-officio member of all Committees. The President-elect or Immediate Past President may attend meetings of all Committees.

- b. Board of Directors and Presidential Committees - The President and President-elect or Immediate Past President shall be ex-officio members of all Board of Directors and Presidential Committees.
- (6) Committees shall have authority to make rules governing their procedures subject to the bylaws, policies and directives of the appointing authority.
- (7) Reports
- a. Periodic – Each Committee shall be responsible for rendering timely reports of its activities, findings, recommendations, or progress to the appointing authority.
  - b. Annual - Each Committee must submit an annual report prior to the Annual Membership Meeting of the AAST.
- (8) The Board of Directors shall have the right to dissolve the Committee, enlarge the Committee, appoint consultants or advisors, remove any member, and fill any vacancy.
- (9) Mandate of Committees

The Board of Directors shall be responsible for drafting the mandate of the Committee describing the task, the limits of the mission, and any restrictions on the Committees’ activities. Such mandate shall be tendered to the Committee in writing by the appointing authority.

(10) Absence

Absence of a Committee member without acceptable excuse from three consecutive Committee meetings including conference calls shall be considered resignation from the Committee.

**CHAPTER 5**  
**MEETINGS OF THE AAST**

A. Annual Membership Meeting

The Annual Membership Meeting of the AAST shall be scheduled to coincide with the AAST Annual Meeting. At the Annual Membership Meeting, the Officers and Directors for the ensuing year shall be installed. The Board of Directors shall present an annual report of the general status of the AAST.

B. Special Meetings

Special meetings of the members of the AAST may be called by the President, the Board of Directors, or upon the written request of ten percent (10%) of the Regular members. Special meetings shall be held at a time and place that the Board of Directors may determine.

C. Notice of Member Meetings

By or at the direction of the President or Secretary, each member entitled to vote shall be notified by mail, electronic mail or by publication in the *A2Zzz Magazine* of all meetings of the AAST. The notice shall be delivered not less than fifteen days before the date of the meetings. The notice shall state the place, day and hour of the meeting and in the case of a special meeting shall state the purpose for purposes in which the meeting is called.

D. Quorum

Twenty-five percent (25%) of the Regular members in good standing of the AAST must be present in person to constitute a quorum.

E. Voting

Unless determined otherwise by the Board of Directors, only regular members in good standing, and present, shall be eligible to vote at the Annual Membership Meeting or special meetings of the AAST. No member may vote by proxy. Except as otherwise provided, members may vote either by mail ballot or by open or closed written ballot at the Annual Membership Meeting or special meetings of the AAST.

F. Joint Meetings

Joint meetings may be held with appropriate societies at the discretion of the President, Executive Committee, or the Board of Directors.

**CHAPTER 6**  
**DISCIPLINE**

A. Any member of the AAST may be censured, placed on probation, suspended or expelled under the following circumstances after due notice and hearing set forth below:

- (1) For violation of the bylaws of the AAST.
- (2) For acts of serious misconduct which bring discredit to either the AAST or the Sleep Technology Profession.
- (3) If a member has been convicted, adjudged or otherwise recorded as guilty by any court of a competent jurisdiction of a felony or a crime involving moral turpitude.
- (4) If a member has been adjudged guilty of violation of law or regulation relating to his or her practice of sleep technology by an administrative agency of the government.

## B. Notification and Hearing

- (1) The accused member shall be notified in writing by certified mail of the charges made against him/her and offered the opportunity to respond in writing within 15 days of receipt of notice. The notice shall include a summary of the reasons for the proposed probation, suspension or expulsion.
- (2) A hearing of any charges shall be promptly conducted by the Board of Directors at such time and such place as it determines, but in no event may the hearing be conducted until at least fifteen days after the accused has been notified by certified mail of the charges and the time and place of the hearing and less than five days before the effective date of the probation, suspension or expulsion.
- (3) The Board of Directors may have administrative and legal council at their own expense present at any hearing to advise it. At the discretion of the Board of Directors, the complainant and/or the accused may have legal council present with them, but any such legal council may be excluded from attending or participating in the proceedings at any time at the discretion of the Board of Directors.
- (4) A comprehensive record of the hearing must be made. The decision of the Board of Directors shall be by two-thirds (2/3) majority vote by secret ballot. A report shall be made in writing containing the findings and the recommended disciplinary action, if any.
- (5) The decision concerning the accused shall be, to acquit, to censure, to place on probation, to suspend or to expel. The President shall promptly transmit copies of the decision to the accused by certified mail and to other parties involved at the President's discretion.
- (6) In any event, disciplinary procedures will be in accordance with federal and state laws in effect at the time a complaint or action is received or deemed necessary.
- (7) A proceeding challenging a termination, expulsion or suspension, including a proceeding in which defective notice is alleged, must begin within one year after the effective date of the expulsion or suspension.

## C. Reinstatement

On written request signed by a former member and filed with the Secretary, the Board of Directors by the affirmative vote of two-thirds (2/3) of the members of the Board of Directors, may reinstate such former member to membership on such terms as the Board of Directors may deem appropriate.

**CHAPTER 7**  
**FUNDS, DUES, ASSESSMENTS**

A. Funds

Funds of the AAST shall consist of monies raised by annual dues levied on the members, voluntary contributions to the AAST, income from sales of AAST approved products and services, and revenue from any other source approved by the Board of Directors. No part of the net earnings of the AAST shall inure to the benefit of any individual member or private person. Notwithstanding any other provision of these Bylaws, the AAST shall not carry on any activity not permitted by a corporation exempt from Federal income tax under chapter 501 (c)(6) of the Internal Revenue Code of 1986 (or the corresponding provision of any subsequent Federal tax law).

B. Annual Dues

Dues shall be established by the Board of Directors. Member dues shall be payable in advance on the first day of January in each fiscal year. Only members who are current in payment of their dues shall be designated as members in good standing of the AAST and be entitled to the benefits of membership.

When any member is in default in the payment of dues for a period of three months from the fiscal year, the membership is terminated by the Board of Directors.

C. Abatement and Waiver of Dues

- (1) Applicants accepted into membership after June 30 of each year shall pay 50% of the appropriate dues for that year.
- (2) The Board of Directors may reduce, direct a refund or waive the dues of any member.
- (3) The dues paid by an applicant whose application is rejected shall be refunded.

**CHAPTER 8**  
**ELECTIONS**

Nominations and Elections Committee and Election Process

The Nominating Committee will be composed of the President, President-elect or Immediate Past President, Secretary and Treasurer of the AAST. The Nominating Committee will recommend candidates to the Board of Directors each year for Officers and/or Director positions that become vacant at the end of a given year. After receiving recommendations from the Nominating Committee, the Board of Directors shall nominate one or more candidates for each elective office to be filled. In the case of Directors and Officers, the nominees will be submitted to the Regular members in good standing for vote by mail ballot or by electronic voting system at least sixty (60) days but no more than ninety (90) days, prior to the Annual Membership Meeting. The nominee for each office receiving the largest number of votes cast shall be declared elected to office. The newly elected officials shall be so notified by the Board of Directors at

least two (2) weeks prior to the Annual Membership Meeting. In the event there is a twenty percent (20%) or greater write-in vote for a specific candidate for any office, a run-off election for the office will be held. For the purpose of determining the twenty percent (20%) write-in test, the President-elect, Secretary, Treasurer and all directors shall be deemed as distinct positions. The twenty percent (20%) write-in test shall require a twenty percent (20%) vote of the total eligible voting membership.

**CHAPTER 9**  
**MISCELLANEOUS**

A. The current *Robert's Rules of Order* shall be the parliamentary authority when not in conflict with the bylaws of the AAST.

B. Order of Business of the Board of Directors

The usual order of Business of the Board of Directors shall be:

- (1) Call to Order
- (2) Approval of Minutes
- (3) Report of the Secretary
- (4) Report of the Treasurer
- (5) Consent Agenda
- (6) Report of the Officers
- (7) Report of the Directors
- (8) Report of the Committees
- (9) Other Business
- (10) Adjournment

C. Order of Business of the Annual Membership Meeting

- (1) Call to Order
- (2) Introductions of the AAST Board of Directors
- (3) Report of the Treasurer
- (4) Report of the President
- (5) Introduction of incoming President and Presentation of Gavel
- (6) Presentation of Presidential Award to Outgoing President
- (7) Welcome Address by Incoming President
- (8) Other Business
- (9) Adjournment

D. Vote by Roll Call

Vote by roll call shall be had upon demand of a majority except in matters of membership, discipline and election, all of which shall be by ballot.

E. Fiscal Year

The fiscal year of the AAST shall be January 1 to December 31.

#### F. Registered Office

The Registered Office of the AAST listed at 6936 Drew Ave. N. Brooklyn Center, MN 55429 as required by the Minnesota Nonprofit Corporation Act will be maintained in the State of Minnesota as is provided for and designated in the Articles of Incorporation. The Board of Directors of the AAST may, from time to time, change the location of the Registered Office pursuant to Section 317. 19 of Minnesota Statutes. On or before the day that such change is to become effective, a certificate of such change and of the location and post office address of the new Registered Office shall be filed with the Secretary of State of Minnesota as provided by law.

#### G. Books and Records

The AAST shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and Committees having any authority of the Board of Directors, and shall keep at its principal office located at 2510 North Frontage Road, Darien, IL 60561 a record giving the names and addresses of the Board of Directors. All books and records of the AAST may be inspected by any Director, or his/her agent or attorney, for any proper purpose at any reasonable time.

#### H. Waiver of Notice

Whenever any notice is required to be given under the provisions of the Bylaws or under the provisions of the Articles of Incorporation or by the State of Minnesota Nonprofit Corporation Act, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

### **CHAPTER 10** **AMENDMENTS**

Amendments may be proposed by a majority of the Board of Directors, or by a petition from at least ten percent (10%) of the regular members in good standing of the AAST. In the event of a properly proposed amendment, the Board of Directors will prepare a ballot containing the proposal and send it to the Regular members of the AAST. The ballot shall provide a reasonable period of time not to exceed thirty (30) calendar days in which it is to be returned. An amendment is adopted when it receives the vote of more than a two-thirds ( $2/3$ ) majority of the returned ballots before the expiration of the specified time.