



Organizational Policies

Table of Contents

2.2	Board of Directors Expectations.....	2
2.3	Travel Reimbursement Policy	
	A. Board Members.....	7
	B. Non Board Members.....	8
2.4	Conflict of Interest Policy.....	9
2.5	Investment Policy.....	17
2.6	Club Hypnos Policy.....	21
2.7	Trainee Workshop Funding Policy.....	22
2.8	Policy on Gift Solicitations.....	22
2.9	Faculty-Trainee Relationship Policy.....	23
2.10	Policy for the Use of Animals in Sleep.....	24
2.11	Stakeholder Support Guidelines.....	27
2.12	Website Policy.....	28
2.13	Privacy Policy.....	29



SLEEP RESEARCH SOCIETY

EXPECTATIONS FOR DIRECTORS

OVERVIEW OF THE ROLE OF THE BOARD

The role of the Board of Directors (the “Board”) of the Sleep Research Society (the “Society”) is to (i) direct the affairs of the Society and (ii) set expectations about the tone and ethical culture of the Society. In doing so, directors are expected to apply their scientific, healthcare, and business judgment and act with due care, in good faith and in accordance with the best interests and mission of the Society.

The Board has the following duties:

1. Execute the mission and vision of the Society
2. Formulate key Society policies and organizational goals
3. Develop and implement a strategic plan for the Society, focusing both on near-term and longer-term challenges and opportunities.
4. Establish and monitor metrics for achievement of Society goals and performance;
Maintain regular communication with the membership, informing them of pertinent Board actions, activities, and outcomes as well as the fiscal health of the Society;
5. Establish and empower committees and task forces to aid with the achievement of the Society's mission, attainment of goals, implementation of the strategic plan, and fulfillment of policies;
6. Oversee the Governance Review process;
7. Review and approve the Society's budget and financial objectives;
8. Provide oversight and ensure the integrity of internal and external audit processes, financial reporting and record keeping;
9. Ensure that an ethical culture of trust, honesty, and integrity is promoted throughout the Society;

10. Act with integrity, adhering to the Society's Policies and the Conflict of Interest Policy;
11. Keep confidential all non-public information that relates to the Society's business, unless disclosure and/or use of such information is authorized by the board of directors. Such information includes, but is not limited to, information regarding the finances and operations of the Society, donor lists, mailing lists and any information relating to fundraising (including fundraising efforts, plans, ideas and proposals), minutes, reports and materials of the Board and its committees, and other documents identified as confidential by the Society;
12. Ensure that compliance systems and processes designed to promote legal and ethical compliance are reasonably effective, and monitor the Society's compliance with relevant laws;
13. Monitor the effectiveness of the Society's governance practices and documents, making changes as needed; and
14. Perform such other functions as the Board believes appropriate or necessary, or as otherwise prescribed by law or regulation.

DIRECTOR QUALIFICATION EXPECTATIONS

MINIMUM DIRECTOR QUALIFICATIONS

The Nominating Committee is responsible for reviewing with the Board, on an annual basis, the appropriate skills and characteristics required of directors in the context of the current makeup of the Board. Using input from the Nominating Committee, the Board is responsible for selecting the members who will be placed on the ballot for election to the Board. The Board will review the appropriate experience, qualifications, attributes and skills required of directors in the context of the Society's current circumstances and the Board's needs at least every three years.

The Board expects that all directors will, at minimum:

1. Be a member in good standing of the Society, committed to the Society's mission and programs and in full compliance with the Society's Conflict of Interest Policy.
2. Have relevant research experience

3. Have experience or knowledge with respect to at least one area of the Society's operations or area of board responsibility, such as strategic planning, financial management, technology, fundraising and development, public or government relations, scientific offerings and career development;
4. Be collaborative, with a strong orientation to the future and a commitment to improvement, organizational and personal learning, innovation, organizational sustainability, and intelligent risk-taking.

ADDITIONAL QUALIFICATIONS FOR SOCIETY LEADERSHIP

1. Senior leaders should play a central role in setting values and directions, communicating, creating and balancing value for all stakeholders, and in creating an organizational focus on action. They should strive to create an environment for empowerment, agility, and learning.
2. Senior leaders must strive to build a culture of member engagement, developing the organization's future leaders, and recognizing and rewarding contributions by committee members and staff. They should personally engage with key stakeholders. Senior leaders should continue to enhance their personal leadership skills. They should participate in organizational learning, the development of future leaders, succession planning, and in the recognition of opportunities and events that celebrate the membership.
3. Development of senior leaders will likely include personal mentoring and/or participation in leadership development courses.

DUE CARE OF DIRECTORS

Directors are expected to exercise appropriate diligence in providing managerial oversight and decision-making, and are expected to:

1. Attend and participate actively at all Board meetings, in person; unless excused by the President.
2. Review and thoughtfully consider issues raised in all meeting materials and agendas in advance;

3. Fully consider financial implications of all Board actions and make financially sound decisions consistent with the Society's strategic plan.
4. Request/review other information from directors, staff and trustworthy and reliable experts where appropriate before making decisions or taking actions.
5. Be sensitive to indications of potential problems or concerns and make further inquiry until reasonably satisfied that the board is dealing with those concerns appropriately.

OTHER EXPECTATIONS OF THE DIRECTORS

Together, the Board is expected to:

1. Meet at least four times per year;
2. Conduct self-evaluation and an annual performance review of each committee;
3. Maintain minutes of Board and committee meetings;
4. Review and approve policies and procedures relating to the work and structure of the Board;
5. Approve major engagements with respect to public policy and other external affairs activities; and
6. Provide for the orientation of new directors and make available continuing director education opportunities as appropriate.

In addition, Directors are expected to:

7. Join and participate as Board liaison of a committee, if assigned;
8. Act as an ambassador for the Society to the general public, government agencies, and clients;
9. Advise the President upon any change in the director's professional responsibilities (such as resignation or change of employment) and prior to accepting an invitation to run for or serve on another board of directors;
10. Act as a mentor to other directors; and

11. Suggest to the Nominating Committee any potential Board candidates who fulfill the Board's criteria for directors and who could make significant contributions to the Board and the Society.

CONFIDENTIALITY

Pursuant to their fiduciary duties of loyalty, obedience, and care, directors have an obligation to keep confidential all non-public information obtained by a director that relates to the Society's business. Directors must not use or disclose such information to any person or entity during or after service, except with written authorization of the Board or as may be otherwise required by law or regulation.

BOARD INTERACTION WITH MEDIA AND PUBLIC RELATIONS

The President and Executive Director are the primary communicators on behalf of the Society with donors, employees, clients, suppliers, the media, and others. To maintain consistency of message and protection of confidential information, requests for information or comment from the Board should be directed to the Executive Director. Other directors should not communicate with representatives of the media regarding Society issues unless duly authorized by the President.

TENOR OF BOARDROOM DELIBERATIONS

Achieving an atmosphere in which full and frank discussion can thrive, and consensus can ultimately be reached, is a challenge. It is the responsibility of the Board to act in the best interests of the Society. An environment of trust is essential to open discourse. Accordingly:

1. Any potential conflict of interest with the Society or its deliberations should be fully disclosed before such deliberations wherever possible.
2. Directors should seek to participate and express disagreement in an open and collegial manner, with developing consensus and resolution as the ultimate goal.
3. Directors should seek diverse opinions within the Board, including promoting input from as many Board members as possible for any given discussion.
4. Matters discussed in confidential executive sessions may only be disclosed to other Directors present at those deliberations unless duly authorized by the President.

**Sleep Research Society
2510 North Frontage Road
Darien, IL 60561-1511**

Guidelines for Reimbursement -- Board Members

All original receipts must be attached

1. The SRS will pay subsistence and transportation expenses of directors requested to attend meetings, scheduled events, or participate as faculty at an educational event, except for the APSS Annual Meeting.
2. Subsistence expenses are expected to commence no earlier than the evening preceding the scheduled event, or continue beyond the morning after the conclusion of the event. Circumstances of travel connections or other situations requiring extra time must be noted on the expense form.

Mode of Travel

Air Travel – Airfare will be reimbursed provided reservations are made at least 21 days in advance for coach seating on common carriers. Directors who have residency in a foreign country and must travel six or more consecutive hours by air to attend meetings, will be reimbursed for an upgrade to one class above coach, with a max of \$5,000 per round trip. The individual assumes the responsibility for the difference in price for tickets purchased outside these guidelines. The purchase of tickets can be direct-billed to the SRS when using the official travel agency. Change fees, cancellation fees, and reissue fees will be reimbursed one time up to a maximum of \$100.

Car Travel – If the member chooses to drive instead of fly, reimbursement within 300 miles radius will be at the current IRS mileage rate. If the destination is greater than 300 miles, the SRS will reimburse the lesser of mileage or the lowest airfare.

Transportation – Transportation between home/airport and between the airport/site destinations should be via shuttle or taxi as the situation warrants; limousine or other car services, such as car rentals, should be avoided and may not be reimbursed unless prior authorization was obtained. Use of a personal vehicle for transportation between your home and airport will be reimbursed mileage at the current IRS mileage rate.

Parking – Airport parking or related charges will be reimbursed only when a receipt is provided.

Lodging

In most cases, the staff person in charge of the event will arrange the event lodging. The master account will cover room and tax charges; incidentals will be the responsibility of the individual. For instances requiring the member to cover the cost of the lodging expenses, the member will need to provide an original, detailed, itemized hotel bill that reflects the bill as paid in full. The regular room rate for single occupancy will be reimbursed. If the member desires enhanced accommodations (i.e. suite), they will assume the difference in cost. Charges of a personal nature (in-room movies, laundry, bar, etc.) will not be reimbursed and are the responsibility of the individual.

Meals

When a meal is provided by an event, (including continental breakfast, lunch, buffet or SRS sponsored dinner) no reimbursement for the associate meal will be made. For meals not included in the event, the member will be reimbursed for all moderate meal expenses, not to exceed \$50 per person for dinner, \$30 per person for lunch, and \$20 per person for breakfast. Requests for reimbursement of meals must have the detailed receipt, which itemizes the meal expenses, included with the request.

Communications

The SRS will reimburse a maximum of \$25 per day for the use of telephone and/or Internet services.

Acceptance of Guidelines

Individuals that attend meetings/events on behalf of the SRS must agree to adhere to all the above reimbursement guidelines. Individuals that cannot commit to these guidelines should not participate in meetings, events, or agree to speak at courses, etc.

**Sleep Research Society
2510 North Frontage Road
Darien, IL 60561-1511**

Guidelines for Reimbursement – Non Board Members

All original receipts must be attached

1. The SRS will pay subsistence and transportation expenses of committee chairs, members, or SRS volunteers specifically requested to attend meetings, scheduled events, or participate as faculty at an educational event, except for the APSS Annual Meeting.
2. Subsistence expenses are expected to commence no earlier than the evening preceding the scheduled event, or continue beyond the morning after the conclusion of the event. Circumstances of travel connections or other situations requiring extra time must be noted on the expense form.
3. The SRS will reimburse foreign travel only on a case-by-case basis with approval by the Board of Directors.

Mode of Travel

Air Travel – Airfare will be reimbursed provided reservations are made at least 21 days in advance for coach seating on common carriers. The individual assumes the responsibility for the difference in price for tickets purchased outside these guidelines. The purchase of tickets can be direct-billed to the SRS when using the official travel agency. Change fees, cancellation fees, and reissue fees will be reimbursed one time up to a maximum of \$100.

Car Travel – If the member chooses to drive instead of fly, reimbursement within 300 miles radius will be at the current IRS mileage rate. If the destination is greater than 300 miles, the SRS will reimburse the lesser of mileage or the lowest airfare.

Transportation – Transportation between home/airport and between the airport/site destinations should be via shuttle or taxi as the situation warrants; limousine or other car services, such as car rentals, should be avoided and may not be reimbursed unless prior authorization was obtained. Use of a personal vehicle for transportation between your home and airport will be reimbursed mileage at the current IRS mileage rate.

Parking – Airport parking or related charges will be reimbursed only when a receipt is provided.

Lodging

In most cases, the staff person in charge of the event will arrange the event lodging. The master account will cover room and tax charges; incidentals will be the responsibility of the individual. For instances requiring the member to cover the cost of the lodging expenses, the member will need to provide an original, detailed, itemized hotel bill that reflects the bill as paid in full. The regular room rate for single occupancy will be reimbursed. If the member desires enhanced accommodations (i.e. suite), they will assume the difference in cost. Charges of a personal nature (in-room movies, laundry, bar, etc.) will not be reimbursed and are the responsibility of the individual.

Meals

When a meal is provided by an event, (including continental breakfast, lunch, buffet or SRS sponsored dinner) no reimbursement for the associate meal will be made. For meals not included in the event, the member will be reimbursed for all moderate meal expenses, not to exceed \$50 per person for dinner, \$30 per person for lunch, and \$20 per person for breakfast. Requests for reimbursement of meals must have the detailed receipt, which itemizes the meal expenses, included with the request.

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Signature	by (print name)	Date
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SLEEP RESEARCH SOCIETY CONFLICT OF INTEREST DISCLOSURE POLICY

I. DEFINITIONS

Conflict of Interest

"A conflict of interest exists when an individual in a position of trust is required to exercise judgment on behalf of others (people, organization, institutions), but that individual also has interests or obligations of the sort that might interfere with the exercise of judgment. In such instances, the person is morally required to either *avoid the conflict or openly acknowledge it*. The lesser requirement of open acknowledgment is usually adopted when it seems too burdensome to require that the person in a position of trust divest herself of the interest that conflicts with her position of responsibility. For example, some journals require that authors disclose any substantial financial interests that might have biased their research assessment. Requiring investigators to divest themselves of investments that they may have made on the basis of their scientific judgment would be too burdensome, and might even suppress publication. ... one needs to look carefully at the nature of a professional's or public official's obligations and responsibilities in order to know when conflicting interests become a conflict of interest, that is, when a situation that requires discretion to handle the actual or potential conflict fairly is one that he is morally required to *avoid altogether*, or at least to *disclose to all parties*. Policies requiring financial disclosure, that is disclosure of financial interests that might conflict with judgment as a researcher or as public official, are very commonly called "conflict of interest policy," although such financial conflict of interest is only one specific type." (Source: The Online Ethics Center Glossary:

<http://www.onlineethics.org/glossary.html#anchC>)

Disclosure

Although the required disclosure of financial interests by scientific investigators is most often discussed relative to the pharmaceutical industry, the moral obligation to disclose personal interests that may affect one's judgment when

representing an organization extends to all financial interests and obligations. In the field of sleep research this would include support or vested interest in any company, industry, or activity that may affect an investigator's judgment relative to the position he or she holds in the Sleep Research Society. It is essential that scientists disclose any involvement with companies that make devices to monitor sleep, sleepiness, or sleep-related phenomena (e.g., activity monitors, cardiovascular measures, etc.); as well as companies that make or sell interventions for sleep disorders, such as pharmaceuticals, devices (e.g., CPAP machines), or proprietary techniques (e.g., mathematical algorithms, apps, etc.); and companies that offer for-profit services (e.g., sleep medicine networks, fatigue management plans, and CME companies). Financial disclosure should include all direct payments, as well as other goods, services, or expenses provided (e.g., travel, lodging, meals, gifts, etc.). All grants, awards and payments from industry should be divulged, along with any consultative or advisory board payments, and any ownership positions in companies.

II. DISCLOSURE POLICY

SRS Board of Directors

The oversight and management of the Sleep Research Society (SRS) is the responsibility of the SRS Board of Directors. To assure maximal objectivity in the management of this organization, it is necessary for members of the SRS Board of Directors to publicly disclose every professional relationship with commercial or private entities that has the potential to impact the financial or professional status of the Board member and/or members of his/her family. Only by such full disclosure and appropriate monitoring can members of the scientific/medical community and the lay public be assured that the SRS operates with minimum bias.

The basis for operational definitions relevant to most conflicts detailed in the SRS COI policy is the premise of personal financial gain to the SRS Board member from for-profit and certain non-profit entities. Although disclosure of financial or professional relationships with for-profit or certain non-profit entities form the basis of most conflict of interest policies, it is also recognized that appointments to Boards of Directors of other professional societies, academic appointments, or professional relationships may result in conflicts of interest of a non-financial nature. Membership on all boards must be disclosed, and may form the basis for recusal during discussion of agenda items dealing with interactions among the SRS and other professional societies. Memberships on the Board of the Associated Professional Sleep Societies (APSS) and the Board of Directors of the

SRS Foundation are exempt from this COI provision. Additional conflicts of interest that are non-financial in nature include the bestowing of honors or awards upon individual members of the society. Members of the SRS Board of Directors will not be eligible for honors or awards granted by the society during their tenure on the Board. Members of the Board and Committees will be required to recuse themselves from discussions of potential honorees when individuals under consideration for such awards are from the same institution, are current or recent collaborators, or have otherwise interacted with the Board/Committee member in a manner that may be perceived as a conflict of interest (e.g., current or recent [within last 3 years] students, etc.)

Relationships of financial or professional nature with commercial or private entities need not preclude service by individuals on the Board of Directors. However, given that many specialists/investigators in the field will be impacted by decisions made as part of managing the SRS, certain relationships will rightly preclude certain individuals on the Board of Directors from participating in the process of making certain decisions.

Disclosure should be made in full, in writing, annually as a matter of record. Updated disclosure forms must be submitted at such times during the year when either: (a) new financial or professional relationships are established, or (b) previously disclosed financial or professional relationships are terminated.

Disclosure forms should be returned to the President of the SRS c/o the National Office. After initial review by the SRS Executive Committee or Designees, they will be kept on file in the National Office. Information in the disclosure forms will be available for discussion by the Board of Directors. The information in these forms will be considered strictly confidential and will not be available to other persons without the written consent of the particular individual.

In addition, public disclosure should be made by the person at the time in which an issue involving a conflict of interest is discussed. Potential COI disclosure should be added to the agenda for every Board and Committee meeting. The governing body meeting at the time of such disclosure should elicit statements of conflicts of interest before each agenda item is discussed, allowing time to decide whether the disclosing individuals should recuse themselves from further discussions on the topic.

Members of SRS Committees

Members of committees established by the SRS Board of Directors in accordance with the organization's bylaws will be held to the same standards and policies with respect to disclosure as established for the SRS Board of Directors. Any committee member with a Category I COI will be referred to the COI Committee for review and assessment.

SRS Executive Director

The Executive Director of the SRS is held to the same COI standards as the Board of Directors.

Failure of COI Disclosure

Failure of COI disclosure could be considered an ethical violation. All such matters will be referred to the Board of Directors.

III. CRITERIA

Financial or professional relationships will be classified into one of three categories:

Category I. Relationships are such that individuals **will be unable** to serve on the Board of Directors. Such is the case if the individual serves on the board of another society whose primary mission relates to sleep and circadian science.

And/or

Relationships are such that individuals **will be unable** to participate in the discussion or decision making process. Such is the case if the management decision under review addresses a device, medication, product, service, etc. that is owned by or contractually obligated (licensed) to a business in which the individual or family member holds stock or similar ownership interest, or has any other financial interest other than that due to University or Hospital supervised support. This applies to decisions related to interactions between the SRS and other professional societies when the individual or family member is a member of the Board of Director of the society under discussion, except in those instances where the individual has been appointed to represent the SRS. This also applies to decisions related to recognition (financial or nonfinancial) of an individual who:

- Is at the same institution
- Within the past three years has published with, collaborated with or has been in a mentoring relationship with

- Has received a letter of support or reference letter for this recognition from the board or committee member

Category II. Relationships that need not, **but may** preclude participation in the process of decision-making for the SRS. Such is the case if an individual or family member participates in research, serves on a scientific advisory board of a business, participates in speaker's bureaus, or has an executive position in a non-profit business related to a device, medication, product, service, etc. that is the subject of a management decision under review.

Category III. Disclosed relationships that result in a conflict of interest in a technical sense, are allowable because they are accepted practices with minimal financial and professional impact. Such is the case if an individual or family member receives royalties for published works or other writings, accepts honoraria for commissioned papers or lectures, or receives academic institution-approved royalties.

Members of the Board of Directors will be expected to automatically recuse themselves from evaluation of any management decision if they have a Category I conflict. Furthermore, they will request a decision from other members of the Board of Directors as to whether they should exclude themselves from participation in the case of Category II conflicts. In those situations where it is uncertain whether a Category I or II conflict exists, the Board of Directors of the SRS will resolve the matter.

**SLEEP RESEARCH SOCIETY
DISCLOSURE FORM**

NAME: _____
(Last) (First) (Deg.)

PHONE: ____ - ____ - ____ **FAX:** ____ - ____ - ____

E-mail: _____

ADDRESS:

ACADEMIC TITLE AND AFFILIATION:

OPERATING DEFINITIONS

1. **BUSINESS:** Any corporation, partnership, sole proprietorship, firm, franchise, association, organization, holding company, joint stock company, receivership, business or real estate trust, or any other legal entity organized for profit or charitable purposes.
2. **FAMILY:** Spouse, children, parents, siblings, or other persons living in the same household.
3. **FINANCIAL INTEREST:** An interest in a business consisting of any stock, stock option or similar ownership interest in such business, but excluding any interest arising solely by reason of investment in such business by a mutual, pension, or other institutional investment fund over which the individual does not exercise control, or receipt of, or the right or expectation to receive, any income from such business, whether in the form of a fee, salary, allowance, forbearance, forgiveness, interest in real or personal property, dividend, royalty derived from the licensing of technology, rent, capital gain, real or personal property, or any other form of compensation, or any combination thereof.

4. **PARTICIPATION:** To be part of the described activity in any capacity, including but not limited to serving as the principal investigator, co-investigator, research collaborator or provider of direct patient care. The term is not intended to apply to individuals who provide primarily technical support or who are purely advisory, with no direct access to the data (e. g. control over its collection or analysis).
5. **TECHNOLOGY:** Any compound, drug, device, algorithm, or diagnostic, medical, or surgical procedure intended for use in health care or health care delivery.
6. **TIME FRAME:** Any relationship within the previous year.

Declarations

Please circle "YES" or "NO" for each question.

If you answer "YES" to any question, please state the nature of the relationship, as indicated. Use additional space as necessary.

1. Do you hold paid or unpaid membership(s) on **industry/corporate** (for profit) board(s) of directors or scientific or financial advisory boards related to sleep research or sleep medicine?

YES (List names of all industries or corporations):

NO

2. Do you serve on **board(s) of directors** or advisory board(s) of a **professional organization(s)** other than the SRS? (Excluding the APSS or SRS Foundation Boards)

YES (List names of all organizations):

NO

3. Do you or a family member **have financial interest in, or own part or all of a company** selling sleep products or services *or* **stock** in such a company, including ownership of a sleep center by a practicing sleep physician? (mutual funds excluded)

YES (List names of all companies):

NO

4. Have you accepted payments (honoraria) for **speaking engagements from industry** within the last year or have contracted to accept such payments in the future? Have you received funds from CME-granting organizations? (unrestricted educational grants excluded)

YES (List names of all industries/sources of funds):

NO

5. Are you a member of an **industry speaker's bureau**?

YES (List names of all bureaus):

NO

6. Have you or a family member received **consultation fees** from industry or a sleep-related business within the last year? Have you or a family member received a **personal gift**, including travel to scientific or business meetings, provided by industry or a sleep-related business within the last year? Has your **institution received a gift** from industry or a sleep-related business as a result of your professional relationship?

YES (List names of all companies):

NO

7. Have you or a family member received a **research grant or contract** from **industry** within the last year?

YES (List names of all companies):

NO

8. Have you or a family member received **discounted or free use of material or equipment** from **industry** within the last year?

YES (List names of all companies):

NO

SIGNATURE: _____ Date: _____

Investment Policy

Purpose

The purpose of the Investment Policy is to provide guidance on handling assets in the Sleep Research Society's (SRS) Cash Account and Reserve Fund. The purpose of the Cash Account is to provide a source of liquid capital that will satisfy annually anticipated cash flow needs. Ideally, this capital should be available without the liquidation of investments held for long-term purposes. The Cash Account objectives are preservation of capital, liquidity, and optimization of investment return. The primary purposes of the Reserve Fund is to provide financial stability, the preservation of purchasing power over a five-year period and to ensure the real growth of capital to meet the future needs of the SRS. In the normal course of events, it is expected the monies allocated to the Reserve Fund will not be used in a given five-year period. The long-term goal of this reserve is to provide start-up resources for the implementation of new programs. Utilization of the long-term reserves can only be recommended by the Board of Directors and approved by the Board of Directors. The objectives of the Reserve Fund should be pursued as a long-term goal designed to maximize the returns without exposure to undue risk. It is understood fluctuating rates of return are characteristic of the securities markets. The major objective should be long-term appreciation of the assets and consistency of total portfolio returns.

Investment Guidelines

These investment guidelines and restrictions serve, as a framework, to achieve the investment objectives at a level of risk deemed acceptable. The guidelines allow substantial discretion in the asset allocation and diversification for the purposes of increasing investment returns and/or reducing risk exposure. The manager of these funds has broad responsibility to shift assets among asset classes, industry sectors, and individual securities to pursue opportunities presented by long-term secular changes within the capital markets.

Cash Account

Assets in the Cash Account should be invested to minimize asset value fluctuations. The Account may consist of a portfolio of cash equivalents, laddered bonds and investment grade bond mutual funds. Not more than 10% of the Cash Account may be used to purchase the securities of any one issuer with the exception of obligations of the U.S. Government, its agencies and instrumentalities, repurchase agreements collateralized by obligations of the U.S. Government, its agencies and instrumentalities, and federally insured certificates of deposits with no more than the then current FDIC limit in one institution and mutual funds. Transfers from the Cash Account must be approved by the Executive Director.

Reserve Fund Target Asset Mix

The Investment Manager (Manager) shall rebalance the portfolio when appropriate according to the following target asset mix.

<u>Asset Class</u>	<u>Allocation %</u>
Large Domestic Companies	23% (+/- 5%)
Small Domestic Companies	10% (+/- 5%)
International Companies	10% (+/- 5%)
Domestic Bonds	39% (+/- 5%)
International Bonds	5% (+/- 5%)
Real Estate	10% (+/- 5%)
Cash	3% (+/- 3%)

Asset Quality

1. Cash Assets: The quality rating of commercial paper must be A, as rated by Standard and Poor's or P-1, as rated by Moody's or better. The value of assets deposited in any bank should not exceed currently available FDIC coverage levels. The assets of any money market mutual funds must comply with the quality prohibitions for fixed-income securities.
2. Fixed-Income securities: If individual bonds or notes are selected, the quality rating of such bonds and notes must be "A" or better as rated by Standard & Poor's or "A3" as rated by Moody's. The portfolio may consist of only traditional principal and interest obligations with maturities of seven years or less. If appropriate with the fund objectives, investment style of the fund, and asset allocation, the Manager may invest in any unrestricted, open-end mutual fund, closed end mutual fund or exchange trade fund listed on a major exchange or a national, over-the counter market.
3. Convertible preferred stock and convertible bonds: The Manager may use convertible preferred stocks and bonds as equity investments. The quality rating of convertible preferred stocks and convertible bonds must be BBB or better as rated by Standard and Poor's, or BBA or better, as rated by Moody's. The common stock into which both may be converted must satisfy the standards of Section 4, as follows.
4. Equities: If appropriate with the fund objectives, investment style of the fund, and asset allocation, the Manager may invest in any unrestricted, publicly traded common stock, open-end mutual fund, closed end mutual fund or exchange traded fund listed on a major exchange or a national, over-the counter market.

Equity Asset Diversification

The Manager will maintain reasonable diversification at all times and may not make investments in the equity securities of any one company that exceed 5% (at the time of purchase) nor allow the total

securities position (debt and equity) in any one company to exceed 10% of the individual portfolios, if allowed by the fund objectives. The Manager shall also maintain reasonable sector allocations and diversifications. In that regard, sector holdings should be compared to the appropriate benchmarks.

Investment Management Limitations

All purchases of securities will be for cash and there will be no margin transactions, short selling, or commodity transactions. In addition, the Manager may not make direct investments in real estate, loan money (except through the purchase of fixed- income securities as permitted in the Policy's Asset Quality limitations) or permit the lending, mortgage, pledge, or hypothecation of any assets.

The following investments are prohibited:

1. Private placements
2. Letter stock or Restricted stock
3. Options, except as existing in mutual funds
4. Commodity or futures trading, except where the trading objective is to preserve principal.
5. Short selling
6. Mutual Funds with front or back-end loads if such loads would be assessed to purchases made by the Society.

Placing Cash in Reserve Fund

The following procedures will be used to determine the dollar amounts to be placed in the Reserve Fund.

1. The Treasurer and Executive Director will review the short term cash accounts during the annual budget development process. Based on cash flow needs of the Society for the upcoming year, the Treasurer will recommend the dollar amounts, if any, to be placed in the Reserve Fund.
2. The Board of Directors will review and vote on the recommendation of the dollar amounts to be placed in the Reserve Fund.
3. Additional assets that are added to the Reserve Fund will be invested at whatever time period the Investment Manager recommends as appropriate.

Custody and Securities Brokerage

The Executive Director jointly with the Treasurer are authorized to establish such accounts as directed by the Board of Directors and approved or ratified by the Board of Directors as are necessary for the efficient management of the Society's Funds. Whenever a brokerage relationship has not been established the Manager shall execute transactions wherever it can obtain best price and execution.

Investment Manager

1. The Investment Manager will be a registered investment advisor.
2. The Executive Director working with the SRS Board of Directors will recommend the hiring or replacing of the Investment Manager.
3. The Investment Manager will invest SRS funds in accordance with this policy.
4. The Investment Manager will prepare a quarterly financial report showing:
 - a. All transaction details for each separately managed portfolio for the preceding quarter.
 - b. The name and quantity of each investment purchased or sold with the price and transaction date.
 - c. An analysis for each investment with its description, percentage of total portfolio, purchase date, quantity, cost basis, current market value, unrealized gain or loss, and indicated annual income and yield (%) at market value. Reported results will be shown net of all fees. Total fees and commissions paid by the SRS for the Reserve Fund will be indicated.
5. The Investment Manager will generate additional reports as required by the Executive Director or Board of Directors.
6. The Investment Manager shall meet with the Board of Directors at least annually to discuss the performance of the portfolio.
7. The Board of Directors, with the Executive Director, will annually review the performance of the Investment Manager in accordance with the indices in this policy.

Policy Review

The following procedures will be followed to ensure the Reserve Fund Investment Policy is consistent with the current mission of the SRS and accurately reflect the current financial condition of the SRS.

1. This investment policy shall be reviewed annually by the Executive Committee working with the Executive Director and Investment Manager.
2. The Executive Committee will make recommendations for any policy revision or modifications to the Board of Directors.

Administrative Policies (cont.)

2.6 Club Hypnos Policy

Background

Club Hypnos essentially began as a social extension of the SRS within the Society for Neuroscience. The original intent of Club Hypnos was to have a reception for SRS members and potential members at the meetings of the Society for Neuroscience. Club Hypnos meetings are receptions with hosted food and a no-host bar held in the early evening during the meetings of The Society for Neuroscience. These receptions were first organized by Adrian Morrison and then continued by Steve Henriksen. There are no speakers and no agenda. The receptions are listed in the meeting schedule of the Society for Neuroscience and are immediately preceding the datablitz hosted by the NIH.

Expansion

Club Hypnos has been expanded into an SRS promotional program as a broader benefit of being an SRS member. Club Hypnos events have been integrated into SRS operations and expanded to include receptions at other scientific meetings (e.g. American Thoracic Society, American Physiological Society, American Psychological Association, American Psychiatric Association, Association for Behavioral and Cognitive Therapies etc.) and as an event at the APSS meeting, which includes a data blitz

It is good societal policy to devote SRS resources as broadly as possible among the current SRS membership. Many SRS members are active in other organizations and value a "home away from home".

Senior members of other organizations who are also members of SRS are invited to be Club Hypnos hosts (i.e Dr. X for the ATS, Dr. Y. for the APA, etc.). Each host would complete the "Sleep Research Society Conference Grant Support" application, specifically noting "CLUB HYPNOS" and if approved, work with the SRS membership chair, and the SRS Coordinator, be given an small budget (not to exceed \$3,000) for organizing the reception, to include food, services, and appropriate SRS literature.

Monitoring program effectiveness

The successfulness of the event will be tracked by:

- How many people attend the event

- How many SRS materials (Membership Applications, General Information) were taken from the event
- How many new members joined as a result of the event (as noted on Membership Application Forms)

Criteria for success and continuation of Club Hypnos at the meeting of each organization would be determined by joint reports of the membership chair and the Club Hypnos host to the SRS Executive Committee.

This program will be administered concurrently with the Conference Grant Support Program.

2.7 Trainee Workshop Funding Policy

The Sleep Research Society regularly funds and sponsors Trainee Workshops at domestic and international meetings, with the purpose of encouraging trainee education and opportunity. Applications must be received by any organization requesting funds for such an activity, and this request is reviewed and approved or denied by the Trainee Education and Advisory Committee (TEAC).

Because the SRS Annual Meeting (APSS) is the premier scientific meeting on sleep in the world, the Board wishes to encourage high attendance, from scientists, practitioners, and trainees in sleep medicine. To protect SRS interests, no Trainee Workshop proposals will be considered which are planned two weeks prior to the first day, or two weeks after the last day of the APSS annual meeting. This policy shall be enforced by TEAC, and the Board shall serve as a backup to ensure this policy is enforced.

2.8 Policy on Gift Solicitations

The Sleep Research Society Policy on Gift Solicitations is as follows:

1. Donated funds should only be accepted by the Sleep Research Society Board of Directors.
2. Funds may be restricted for specific purposes by the Sleep Research Society Board of Directors.

Fund-raising materials and correspondence should have the approval of the Sleep Research Society Board of Directors.

IX. Professional Policies

Faculty-Trainee Relationship Policy

Purpose

The SRS hopes to foster constructive, collegial, and respectful mentoring relationships between faculty and trainees. This policy was developed to ensure that those participating in SRS events maintain a standard of conduct that allows for the best possible work/learning environment.

Policy Statement

Each faculty member participating in training events sponsored or supported by the Sleep Research Society is expected to maintain appropriate professional boundaries with students and other trainees. Because members of the faculty are entrusted with advising and teaching trainees, evaluating their work, and recommending the trainees to other colleagues, they are in a delicate relationship of trust and power. Amorous or sexual relationships are inappropriate in the context of educational supervision and evaluation; such relationships present serious ethical concerns to the SRS, even when both parties have apparently consented to developing such a relationship. Truly consensual relationships do not constitute sexual harassment; however, these relationships are problematic if the parties are of unequal power, because the validity of the consent can be questioned. In addition, circumstances may change and conduct that was previously welcome may become unwelcome. Furthermore, the relationship may be perceived differently by each party in retrospect.

Recipients of unwanted sexual attention or behavior should take the following steps:

1. Object and let the individual know that you want your relationship to be strictly professional.
2. Notify the director of the SRS Training Course and/or the SRS Program Chair for Trainees as soon as possible.

IX. Policy for the Use of Animals in Sleep and Circadian Research

Policies on the Use of Animals in Sleep

Introduction

The Sleep Research Society (SRS) and the American Academy of Sleep Medicine (AASM), acting together as the Associated Professional Sleep Societies (APSS), are professional societies for basic and clinical researchers and clinicians interested in the mechanisms of sleep and its disorders. We endorse and support the appropriate and responsible use of animals as experimental subjects. Knowledge generated by research on animals has led to important advances in the understanding of diseases and in the development of better treatments that reduce suffering in humans and animals. Continued progress in understanding the neural mechanisms of sleep and wakefulness and the influence of behavioral state changes on other bodily functions requires investigation of complex processes in the living body. Because no adequate alternatives exist, much of this research must be done on animal subjects. APSS takes the position that biomedical scientists have an obligation to contribute to this progress through responsible and humane research on animals.

Several functions of APSS are related to the use of animals in research. A number of these involve decisions about research conducted by our members, including the scheduling of scientific presentations at the Annual Meeting, the review and publication of original research papers in SLEEP and the defense of members whose ethical use of animals in research is questioned by animal rights activists. APSS's support for the research of individual members defines a relationship between APSS and its members.

The purpose of this document is to outline the policy that guides that relationship. Compliance with the following policy will be an important factor in determining the suitability of research for presentation at the Annual Meeting or for publication in SLEEP and in situations where APSS or its member societies are asked to provide public and active support for a member whose use of animals in research has been questioned.

The responsibility for implementing the policy in each of these areas rests with the relevant administrative body (Program Committee, Publications Committee, Editorial Board and Committee on Animals in Research, respectively) in consultation with the Boards of Directors of ASDA and SRS.

Policy on the Use of Animals in Sleep Research

Sleep research uses complicated, often invasive methods, each of which is associated with different problems, risks and specific technical considerations. An experimental method that would be deemed

inappropriate for one kind of research may be the method of choice for another kind of research. It is, therefore, impossible for APSS to define specific policies and procedures for the care and use of all research animals and for the design and conduct of every experiment.

The U.S. Public Health Service's Policy on Humane Care and Use of Laboratory Animals (PHS policy) and the Guide for the Care and Use of Laboratory Animals (the Guide) describe general policies and procedures designed to ensure the humane and appropriate use of live vertebrate animals in all forms of biomedical research. APSS finds the policies and procedures set forth in the PHS policy and the Guide to be both necessary and sufficient to ensure a high standard of animal care and use and adopts them as its official Policy on the Use of Animals in Sleep Research (APSS policy). All ASDA and SRS members are expected to conduct their animal research in compliance with this policy. Members are required to verify that they have done so when submitting abstracts for presentation at the APSS Annual Meeting or manuscripts for publication in SLEEP. Adherence to the APSS policy is also an important step toward receiving help from APSS in responding to questions about a member's use of animals in research.

Local Committee Review

An important element of the APSS's policy and that of governmental bodies is the establishment of a local committee that is charged with reviewing and approving all proposed animal care and use procedures. In addition to scientists experienced in research involving animals and a veterinarian, the membership of this local committee should include a nonscientist and a person who is not affiliated with the member's institution in any other way. In reviewing a proposed use of animals, the committee should evaluate the adequacy of institutional policies, animal husbandry, veterinary care and the physical plant. The committee should pay specific attention to proposed procedures for animal procurement, quarantine and stabilization, separation by species, disease diagnosis and treatment, anesthesia and analgesia, surgery and post-surgical care, and euthanasia. The review committee also should ensure that procedures involving live vertebrate animals are designed and performed with due consideration of their relevance to human or animal health, the advancement of knowledge or the good of society. This review and approval of a member's use of live vertebrate animals in research by a local committee is an essential component of the APSS policy. For assistance in developing appropriate animal care and use procedures and establishing a local review committee, call APSS and consult the documents recommended at the end of this section.

Other Laws, Regulations and Policies

In addition to complying with the policy described above, APSS members who reside in North America must also adhere to all relevant national, state or local laws and/or regulations that govern the use of animals in sleep research. Thus, U.S. members must observe the U.S. Animal Welfare Act

(as amended in 1985) and its implementing regulations from the U.S. Department of Agriculture. Canadian members must abide by the January 1993 Guide to the Care and Use of Experimental Animals. Members in Mexico must comply with the "Seventh Title of the Regulations of the General Law of Health Regarding Health Research." In addition to complying with the laws and regulations of their home countries, foreign members of APSS should adhere to the official policies outlined here.

General Principles

The following principles, based largely on the PHS Policy on Humane Care and Use of Laboratory Animals, are a useful guide to designing and implementing experimental procedures involving laboratory animals:

Animals selected for a procedure should be of an appropriate species and quality and the minimum number required to obtain valid results.

Proper use of animals, including the avoidance or minimization of discomfort, distress and pain, is imperative.

Procedures with animals that may cause more than momentary or slight pain or distress should be performed with appropriate sedation, analgesia or anesthesia. Surgical or other painful procedures should not be performed on anaesthetized animals paralyzed by chemical agents.

Postoperative care of animals should minimize discomfort and pain and, in any case, should be equivalent to accepted practices in schools of veterinary medicine.

Animals that would otherwise suffer severe or chronic pain or distress that cannot be relieved should be painlessly killed at the end of the procedure or, if appropriate, during the procedure. If the study requires the death of the animal, the animal must be killed in a humane manner.

Living conditions should be appropriate for the species and contribute to the animals' well-being. Normally, the housing, feeding and care of all animals used for biomedical purposes must be directed by a veterinarian or other scientist trained and experienced in the proper care, handling and use of the species being maintained or studied. In any case, appropriate veterinary care should be provided.

Exceptions to these principles require careful consideration and should only be made by an appropriate review group such as an institutional animal care and use committee.

XII. SRS Stakeholder Support Guidelines

(Formerly Conference Grant Support Program Policies)

Background

The Sleep Research Society (SRS) understands that some grant applications require stakeholder support prior to the submission of that grant. The SRS will offer requested support to member applicants of grants requiring such support, given they are aligned with the goals of the SRS Strategic Plan. The SRS will review requests for endorsement of initiatives consistent with the SRS Strategic Plan.

Forms of Support

Due to its status as a member organization, the SRS cannot provide letters of support for principal investigators to include in grant applications for the sole purpose of endorsing the scientific value of the project, such as for NIH R01 mechanisms, or any similar mechanism from any other agency. The SRS may issue a letter of support, a memorandum of understanding or other mechanism of non-financial support of activities that are consistent with SRS strategic goals. Examples of initiatives that may be appropriate include Patient Centered Outcomes Research Initiatives and Training Grants that clearly require such endorsement and are designed to meet the sleep research aims as indicated in the Strategic Plan. View a sample letter.

How to Request Support

The requester must submit a written request to the SRS Board of Directors that details the initiative for which that endorsement is being requested and the SRS strategic goal that is addressed by the initiative.

The request must:

- Describe the governance structure of the organization/group that is requesting the endorsement of the SRS.
- Indicate requirement of endorsement.
- Describe to whom the endorsement will be submitted
- Clearly state any commitment expected of the SRS due to the endorsement. Note that this cannot include a request for funds for activities associated with the endorsement.

Applications will be reviewed by the SRS Board of Directors or Executive Committee and responses will be given within 60 days.

SRS Website Policy

Content

All scientific and educational information must be approved by the Board of Directors, Executive Committee, or its designee prior to posting on the website.

Linkage

Links to other worldwide websites are restricted to those non-commercial sites, which are substantially sleep-related, with content specifically addressing public education or professionally relevant topics in sleep/circadian research. Sites for commercial vendors and other E-commerce sites are not eligible for linkage. Candidate sites must be submitted to the SRS Website Committee for evaluation and will not be included in the SRS Website unless approved by the Board of Directors. Any SRS or AASM member may submit a candidate site to the committee for evaluation. Sites may also be submitted by other appropriate sleep-related organizations for committee review, subject to similar guidelines for approval. The committee can remove active links from the SRS Website without prior notification at any time for any reason deemed appropriate.

Reporting

The SRS Communications Committee and Website Administrator will notify the Board of all modifications in the website and will prepare a monthly report of all modifications for the Board of Directors Meetings.

Disclosure

The website will disclose the SRS Mission Statement, the names, titles and professional addresses of key staff, Board of Directors, and committee chairs, as well as sources of funding for the website.

Advertising

The website will not contain proprietary names for non-educational devices or products. Exceptions to this policy would include any Board approved communication released for public dissemination.

Administrative

The website content and structure will be the responsibility of the SRS Website Committee in conjunction with the SRS administrator with final authority resting with the Board of Directors.

Privacy Policy

Last Updated November 18, 2016

General

This Privacy Policy sets forth the privacy practices and policies of the Sleep Research Society and all of its affiliates (“SRS,” “us,” or “we”). SRS is committed to respecting and protecting your privacy and helping you make the most of your time on the Internet within a trusted environment. This SRS Privacy Policy (“Privacy Policy”) governs our data collection, usage and services and applies to the following websites: www.sleepresearchsociety.org and www.journalsleep.org (collectively, “Website” or “Websites”). This Privacy Policy discloses how we collect, protect, use and share information gathered about you on our Websites. If you use a Website you explicitly agree to the terms and conditions of the Privacy Policy in effect at the time of your use. We hope that this disclosure will help increase your confidence in our Websites and enhance your experience on the Internet.

When you browse through our website, read pages, or download information, certain information about your visit can be collected. We automatically collect and temporarily store the following information about your visit, but this information does not identify you personally. Collected data include the name of the domain you use to access the Internet; the type of browser and operating system you use to access our site; the date and time of your visit; the pages you visited and the address of the web site you came from, if you were referred from another site.

We use this information for statistics on the traffic to our site, to find out about general user interest in various areas of our site, and to help us make our site more useful to visitors.

We track the keywords that are entered into major search engines to measure interest in specific topics, but we do not monitor which terms a particular user enters. No additional information is collected about your visit to our web site.

Personally Provided Information

By providing personal information through our Websites you explicitly agree to our collection and use of that information as described in this Privacy Policy. If you choose to interact with the Website in ways including but not limited to renewing your SRS membership, participating in online surveys, registering for meetings, participating in conference programs,

and submitting information, including on any SRS web-based forms, we will retain the information you submit to respond to your inquiry and consider your request. You also agree that we may use any information that you provide for our general purposes, Before you can utilize some portions of our Websites, we may require that you register and provide us with your contact information and generate a password. This registration information may be used, for example, for identification purposes, to communicate with you regarding your account with us or to facilitate the functioning of our Websites. If you provide us with a telephone number, you expressly agree that we, or our authorized agents, can use that number to contact you about your account, or about SRS and its associated activities. If you provide us with your email address, you agree that we, or our authorized agents, can send you emails about your account, or about SRS and its associated activities.

The SRS does not disclose, give, sell, or transfer any personal information about our visitors, unless required by law enforcement or statute.

Social Networking Activities

Our Websites include the ability for you and other users to link to social networking websites. As a result, we receive information about you when you choose to post or otherwise share information about our Websites on these social networking websites. We may use such information about you in a variety of ways, including to administer a Website and enhance your experience with a Website, and to communicate with you about a Website and new offerings or activities associated with the Website. We may keep all of this information indefinitely.

Financial Transactions

When you engage in any financial transaction through our Websites, you will be asked to provide certain of your financial information, such as your credit card and billing address. Unless you register with the Website, we will only keep this information as long as necessary to complete the transaction or series of recurring transactions authorized by you.

Opting Out of Communications

If you no longer want to receive emails from SRS on a going-forward basis, you may opt out of receiving emails by clicking the "unsubscribe" link at the bottom of those email you receive. If you are having difficulty unsubscribing using the above methods, please contact us directly at the email or phone number listed below under Contact.

Please allow ample time for us to process your request. However, please note that even if you opt out from receiving emails, we will send you service-related communications and may need to keep information we have collected about you for record-keeping, research and other purposes.

Security

To help protect the privacy of data you transmit through our Websites, where personally identifiable information is requested, we use technology designed to encrypt the information that you input before it is sent to us. In addition, we take steps to protect the user data we collect against unauthorized access. However, you should keep in mind that the Websites are run on software, hardware and networks, any component of which may, from time to time, require maintenance or experience problems or breaches of security beyond our control.

Please also be aware that despite our best intentions and the guidelines outlined in this Privacy Policy, no data transmission over the Internet or encryption method can be guaranteed to be 100% secure.

Links to Other Sites

Our website has links to additional web resources. The privacy policy described here does not necessarily apply to those other sites. Once you link to another site, you are subject to the privacy policy of that site.

Changes to this Privacy Policy

We may occasionally amend this Privacy Policy to reflect company and customer feedback and we reserve the right to make changes to this Privacy Policy at any time. The use of your information is subject to the Privacy Policy and Terms of Use in effect at the time of use. The provisions contained in this Privacy Policy supersede all previous notices or policies regarding our privacy practices with respect to our Websites.

Contact

If you have any questions or comments regarding our Privacy Policy or our Websites, please contact us at: coordinator@srsnet.org, by phone at 630-737-9700 or send a letter to:

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Darien, IL 60561-1511