



Sleep Research Society Policy and Procedure Manual 2023 - 2024



Policy & Procedure Manual 2023-2024

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June 2023

Dear Colleagues,

I am pleased to welcome you to your role within the SRS. As a membership society, the SRS functions by the concerted efforts of board members, committee members, section heads, our executive director and staff. These efforts result in programs and initiatives that benefit our members while also advancing the field of sleep and circadian research and sleep medicine.

This *Policy and Procedure Manual* contains information about the administrative structure, committee charges, strategic plan and current policies. Committees provide the workforce by which the SRS accomplishes its projects and tasks. For committees and sections to function effectively, they must have strong leadership and members who are committed to the volunteer process.

The bylaws of the SRS provide the framework within which the society functions and the strategic plan provides a structured focus for society programs and initiatives, both are included in this manual.

This *Policy and Procedure Manual* is intended to provide an easily-accessible source of information that will help you in the year ahead.

Finally, the SRS Board of Directors is also the Board of Directors of the SRS Foundation. Included in the *Policy and Procedure Manual* is information concerning the function of the SRS Foundation.

I look forward to working with each of you during the upcoming program year.

Sincerely,
Namni Goel, PhD
President



1.1 About the Sleep Research Society

The Sleep Research Society (SRS) is organization for scientific investigators who educate and research sleep and circadian disorders. The SRS serves its members and the field of sleep/circadian research through training and education, and by providing forums for the collaboration and the exchange of ideas. The SRS facilitates its goals through an annual SLEEP meeting, held in conjunction with the American Academy of Sleep Medicine (AASM), where cutting-edge research is presented. The meeting includes the SRS Trainee Symposia Series, a program specifically aimed at early researchers entering the field of sleep. Additionally, the SRS advocates on behalf of its members to increase federally-funded sleep research through grass-roots lobbying and communications efforts. The SRS also publishes the journal SLEEP, produces educational products for high school through doctoral level students and provides volunteer opportunities for regular and student members.

1.2 Mission

The Sleep Research Society advances sleep and circadian science to cultivate knowledge and to optimize health and well-being.

1.3 Purpose

The Sleep Research Society, through its members and leadership, is organized exclusively for scientific, educational and charitable purposes. The SRS and its members foster scientific research investigation in all areas of sleep.

1.4 SRS Diversity, Equity, and Inclusion Mission Statement

The Sleep Research Society (SRS) views diversity, equity, and inclusion of its community – including in its leadership, committees, staff, and members – as vital components of its mission to advance sleep and circadian science. The SRS is committed to being a scientific community that recognizes, appreciates, values and welcomes the different and wide-ranging dimensions that contribute to the society, including: age, race, ethnicity, sex, gender identity and expression, sexual orientation, disabilities, socioeconomic status and disadvantaged backgrounds, religious beliefs, political affiliations, life and research experiences, background and perspectives, national origin, military or veteran status, geographic regions and cultures. These broad dimensions drive scientific innovation and discovery, improve the quality of our community and

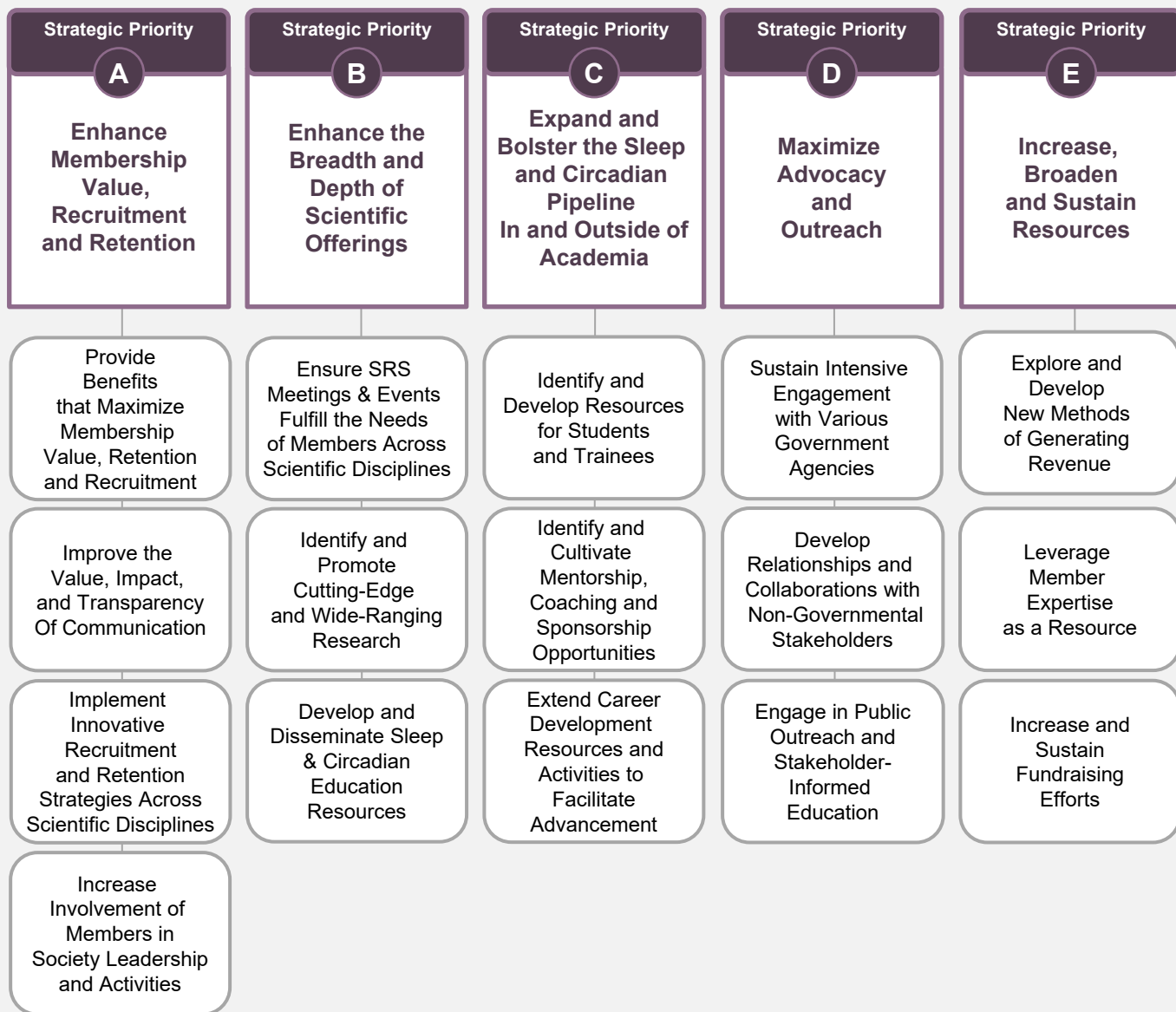


our science, and ultimately, the success of our society. Therefore, the SRS strives to create an environment of open-minded dialog, diversity, equity, and inclusion.

Goals

- To provide forums for the exchange of information pertaining to sleep research, scientific publications and meetings
- To establish and maintain standards of reporting and classifying data in the field of sleep research
- To collaborate with other organizations to foster scientific investigation on sleep and its disorders

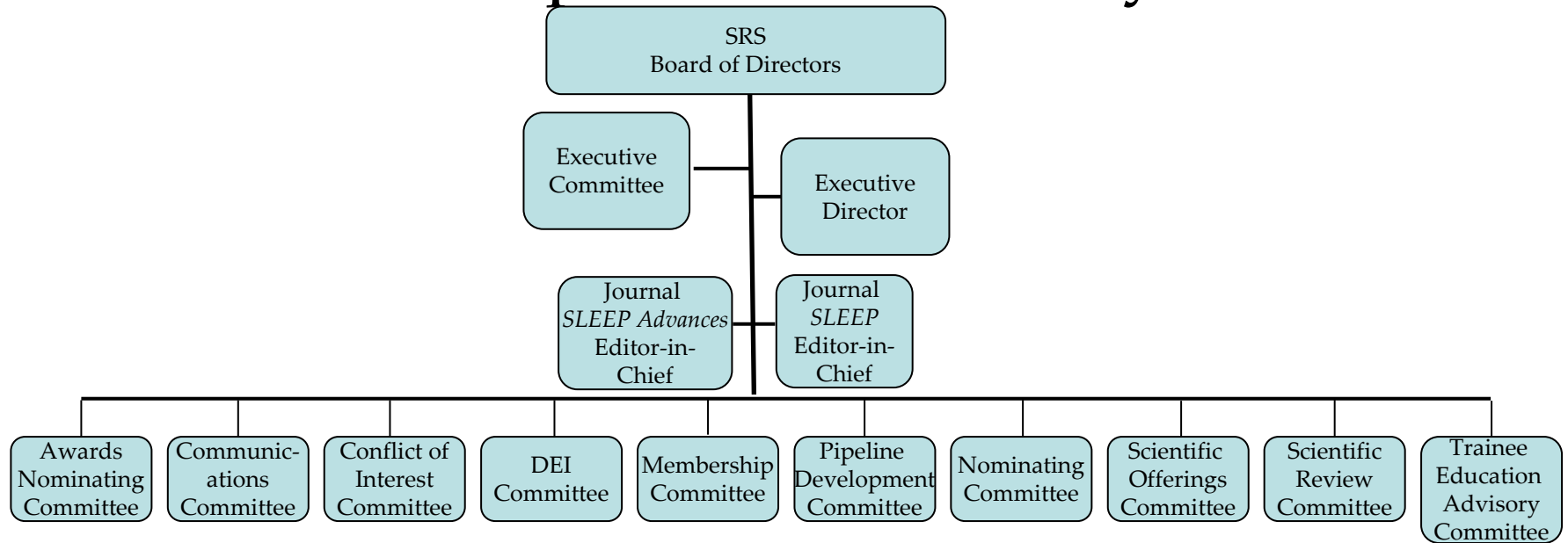
Central Challenge: Grow and Foster a Collaborative, Diverse and Inclusive Sleep and Circadian Community



Cross-Cutting Strategic Priorities:



Sleep Research Society



Mission: The Sleep Research Society advances sleep and circadian science to cultivate knowledge and to optimize health and well-being.

Purpose: The Sleep Research Society, through its members and leadership, is organized exclusively for scientific, educational, and charitable purposes. The SRS and its members foster scientific research investigation in all areas of sleep.

Goals:

- To provide forums for the exchange of information pertaining to sleep research, scientific publications and meetings
- To establish and maintain standards of reporting and classifying data in the field of sleep research
- To collaborate with other organizations to foster scientific investigation on sleep and its disorders

PRINCIPAL STAFF:

John A. Noel, *Executive Director*

Jenny Bogda, *Society Coordinator*

Megan Gertz, *Society Coordinator*

Christine A. Davis, *Foundation Director*



POSITION DESCRIPTIONS

1.7.A PRESIDENT

Function

The President serves as the chief elected officer of the Sleep Research Society, representing the entire membership. This individual directs other officers, presides as chairperson over Board actions, and may act as chief spokesperson for the Sleep Research Society.

Specific Responsibilities

1. Presides over all meetings of the Sleep Research Society Board of Directors and Executive Committee.
2. Schedules and prepares the agenda for meetings of the Board of Directors and Executive Committee.
3. Keeps the Board of Directors, Executive Committee, and Sleep Research Society committees informed of the conditions and operations of the Society.
4. Selects or approves chairpersons for all Sleep Research Society committees and task forces. Outlines the purposes and duties of each committee and monitors their progress.
5. Directs the Board of Directors in formulating policies and programs that will further the goals and objectives of the Society.
6. Conducts an annual review of the Society's performance and effectiveness, including a review of the Executive Director's performance. When necessary, recommends changes in Society structure (Board, committees, etc.) to the Board of Directors.
7. May act as a spokesperson for the Sleep Research Society to the public, press, legislative bodies, and other related organizations. (This responsibility is shared with the Executive Director.)



8. Monitors Society's expenditures to assure operation within the annual budget. Contracts for an independent annual compilation of the Sleep Research Society's finances.
9. Promotes active participation in the Sleep Research Society on the part of the membership. Reports the activities of the Board and Society to the members via various means of communication.
10. Presents a report at the Annual Society Business Meeting.
11. Chairs the Committee on Committees in the first year of their Presidential term.



POSITION DESCRIPTIONS (CONTINUED)

1.7.B PRESIDENT-ELECT

Function

The President-Elect assumes the responsibilities of the President in their absence. Assists the President in carrying out the functions of that office and performs specific duties delegated by the President. This position serves as an orientation for the future President.

Specific Responsibilities

1. Assumes the duties of the President in their absence.
2. Serves as a member of the Board of Directors, Executive Committee, Board Liaison to the Advocacy Task Force, and Chairs the Committee on Committees.
3. Performs duties assigned by the President, which may include serving as chairperson of one or more of the Society's committees or task forces.
4. Assists the President in the performance of their duties, whenever requested to do so.
5. Attends the Society annual meeting and other special Society meetings.
6. Represents the Society with other associations or organizations as requested by the President.



POSITION DESCRIPTIONS (CONTINUED)

1.7.C IMMEDIATE PAST-PRESIDENT

Function

The Immediate Past-President assumes the responsibilities of the President, in the absence of the President and President-Elect. Assists the President in carrying out the functions of that office and performs specific duties delegated by the President.

Specific Responsibilities

1. Assumes the duties of the President in the absence of the President and President-Elect.
2. Serves as a member of the Board of Directors, and Executive Committee, and Board Liaison of the Advocacy Task Force.
3. Performs duties assigned by the President, which may include serving as chairperson of one or more of the Society's committees or task forces.
4. Assists the President in the performance of their duties, whenever requested to do so.
5. Attends the Society annual meeting and other special Society meetings.
6. Represents the Society with other associations or organizations as requested by the President.



POSITION DESCRIPTIONS (CONTINUED)

1.7.D SECRETARY/TREASURER

Function

The Secretary/Treasurer ensures that records are maintained for all Society, Board of Directors, and Executive Committee meetings. This individual serves on the Board of Directors and as a member of the Executive Committee. They are to ensure the integrity of the fiscal affairs of the Society.

Specific Responsibilities

1. Serves as a member of the Board of Directors, and Executive Committee.
2. Ascertains that records are maintained for all meetings of the Society, the Board of Directors, and the Executive Committee and that the Society maintains accurate financial records.
3. With Staff, ensures that copies of the minutes of each meeting are provided to the President and other officers and directors, as appropriate.
4. With Staff, maintains current copies of the Society rules and by-laws for use by the President and the Board of Directors.
5. Reviews Society expenditures and financial status on a regular basis to ensure overall fiscal integrity.
6. Ensures that regular financial reports are submitted to the Board of Directors and Executive Committee and presents an annual financial report to the Society membership.
7. Submits the financial accounts of the Society for an annual independent audit.
8. Performs other duties assigned by the President, which may include serving as chairperson of one or more committees.
9. Represents the Society with other associations or organizations as assigned by the President.



POSITION DESCRIPTIONS (CONTINUED)

1.7.E DIRECTOR-AT-LARGE

Function

Directors-at-large develop and maintain membership in the Sleep Research Society and direct service programs for members.

Specific Responsibilities

1. An effective director-at-large will be knowledgeable of the affairs and activities of the Society and will recognize the fiscal and legal responsibilities of the Board and the individual directors.
2. The director-at-large will ensure that the Society assesses the needs of its members and of the industry profession, or institutions it serves and develops a plan for the future that the Society can follow even though the top leadership changes each year.
3. The director-at-large must help to provide strong leadership for the Society and to set a sound and accurate course for its future.
4. The director-at-large should realize that their role is to participate in setting policy and not to become involved in staff operations.
5. The director-at-large must view the development and approval of sound short-range and long-range objectives as one of the most important policy decisions they will be called upon to make.
6. Together with the rest of the Board, review program progress and measure the effectiveness of the Society in accomplishing its purpose.
7. The director-at-large performs other duties assigned by the President, which may include serving as a Board liaison of one or more committees, and on task forces.



POSITION DESCRIPTIONS (CONTINUED)

1.7.F EXECUTIVE DIRECTOR

Function

The Executive Director oversees the day-to-day operational activities of the Sleep Research Society under the direction of the Board of Directors.

Specific Responsibilities

1. Governance

- a. With the Board of Directors, assures that the organization has a long-range strategy that achieves its mission and toward which it makes consistent and timely progress.
- b. Collaborates effectively with leadership (i.e., Board of Directors, committees, etc.) to assure a governance structure that functions effectively.
- c. Facilitates the planning process to assist the leadership in setting the appropriate direction for the Society.
- d. Provides guidance and input on developing and implementing programs, organizational policies, and financial plans; legal issues; and industry trends.
- e. Ensures that the elected leadership is effectively fulfilling its oversight responsibilities.
- f. Ensures that the necessary information and supporting materials are provided to assist the Board and committees in formulating decisions for the Society.
- g. Responsible for support of all activities associated with the Board of Directors, including staffing for all Board and committee meetings, meeting schedules, locations, development of agenda and meeting materials.
- h. Follows the Sleep Research Society COI policy.
- i. Serves as a non-voting, ex officio member of the Executive Committee, Board of Directors, and all committees.

2. Contract Services Management

- a. Coordinates and manages all contract services activities.

3. Financial/Legal Management

- a. Serves as the primary signer on all bank and investment accounts.



- b. Maintains official records and documents and ensures compliance with federal, state, and local regulations.
 - c. Supervises the management of financial matters, ensuring that sound financial practices are maintained, and oversees proper administration of funds as approved by the Board of Directors.
 - d. Arranges for an annual audit; establishes banking services; consults with legal counsel when appropriate prior to making a business decision.
 - e. Supervises the development of an annual budget in cooperation with the Treasurer. Executes contracts as required in the ordinary course of business or as authorized by the Executive Committee or Board of Directors.
4. Communication and Publications
- a. Formulates quality standards for the communications/publications activities of the Society and Foundation.
 - b. Assures that the Board of Directors is kept fully informed of the condition of the organization and all the important factors influencing it.
 - c. Publicizes the activities of the organization, its programs, and its goals.
 - d. Works with President to conduct official correspondence of the organization, and jointly, with designated officers, to execute legal documents.
 - e. Establishes sound working relationships and cooperative arrangements with other groups and organizations.
 - f. Represents the programs and point of view of the organization to agencies, organizations, and the general public.
5. Journals
- a. Supervises the operational activities of publishing the Society's journals.
 - b. Manages the contract negotiation process with the journals' publisher.
 - c. Verifies contract obligations are met.
 - d. Facilitates the journal strategy meetings.
 - e. Oversees the process for the Editor searches for the journals.
6. Annual Meeting/Other Meetings
- a. Formulates guidelines for the effective administration of operations related to the annual meeting and other meeting activities.
7. Society Meetings
- a. Attends the meetings of the Board of Directors, Executive Committee, Annual Society Membership Meeting, and committees, as directed;



8. Membership

- a. Supervises the process of member recruitment and retention. Assesses member benefits and recommends new programs/services.

9. Foundation

- a. Supervises all fundraising activities.
- b. Oversees the annual report development.
- c. Supervises all programs and recommends new ones.
- d. Attends the meetings of the Foundation Board of Directors and other meetings of the Foundation as required.



POSITION DESCRIPTIONS (CONTINUED)

1.7.G COMMITTEE CHAIR

Function

Consistent with the Society's policy and strategic plan, the committee chair guides the committee in its work as outlined by the scope of work and charge from the President.

Responsibilities

1. With staff, develops a work plan that will allow the committee to discharge its responsibilities effectively and efficiently for the year.
2. With staff, develops agendas and conducts committee meetings.
3. Approves reports of committee meetings before their distribution.
4. Works with staff to ensure that the work of the committee is carried out between meetings.
5. Approves reports on committee activities, including requests to the Board of Directors or executive committee that affect the committee's work or activities.
6. Where appropriate, guides the committee in proposing products and services that will further the goals and objectives of the Society.
7. Where appropriate, makes policy recommendations to the Board of Directors.



POSITION DESCRIPTIONS (CONTINUED)

1.7.H BOARD OF DIRECTORS COMMITTEE LIAISON

Function

The Board of Directors Committee Liaison is the main communication conduit between the SRS Board of Directors and the Liaison's assigned committee.

Specific Responsibilities

1. Attend all meetings of the committee.
2. Understand the Board of Directors objectives for the assigned committee.
3. Communicate new/revised committee objectives to the assigned committee.
4. Present a committee report at scheduled Board of Directors meetings.
5. Communicate committee recommendations to the Board of Directors.
6. Report relevant Board activity to the committee chair at the next committee meeting immediately following each Board of Directors meeting.
7. Be knowledgeable of the affairs and activities of the Society and recognize the fiscal and legal responsibilities of the Board and the individual directors.
8. Support the committee chair in their work as outlined by the committee scope of work and by the charge from the President consistent with the Society's policies and strategic plan.



COMMITTEES

1.8.A.1 EXECUTIVE COMMITTEE

Committee Type

Board Committee

Appointing Authority

The members of the Executive Committee are identified in the corporation bylaws. Members include the President, either the President-Elect or Immediate Past-President, Secretary/Treasurer and one appointed Director-at-Large.

Term of Committee

The term of the Executive Committee is one year from the SRS business meeting held in conjunction with the APSS annual meeting to the business meeting the following year.

Term Limit

The term limit is restricted by the term in office.

Mandate

The Executive Committee shall exercise in the intervals between meetings of the Board of Directors all the powers of the Board that may lawfully be delegated in the management of the affairs of the corporation or such lesser powers as may be specified from time to time by vote of the Directors. All actions of the Executive Committee shall be subject to review by the Board of Directors and the Executive Committee shall report all actions to the Board.

Chair: President

Chair Responsibilities

1. Attends all meetings of the Board of Directors and Executive Committee. Ex Officio member of all Sleep Research Society Committees.
2. Accepts and supports the mission of the Sleep Research Society and the charge of the Executive Committee.
3. Plans Executive Committee and Board of Directors meetings and agenda with staff.
4. Exercises leadership, moving Executive Committee, Board Members, and Committee Chairs toward participation and decision making.



5. Maintains records and relevant information on committee work. The chair must be sufficiently informed to interact knowledgeably with other committee members and staff.
6. Evaluates the Executive Committee's and Board's efforts and communicates accomplishments to the committee and Board.

Committee Policies

1. The Executive Committee shall function in accordance with Article 8 of the SRS Bylaws.



COMMITTEES, Continued

1.8.A.2 NOMINATING COMMITTEE

Committee Type

Standing Committee

Appointing Authority

The Nominating Committee shall consist of the Executive Committee and two (2) Standing Committee Chairs. The Board of Directors will appoint the Committee Chairs to serve on the Nominating Committee.

Term of Committee

The term of the Nominating Committee is one year from the SRS business meeting held in conjunction with the APSS annual meeting to the business meeting the following year.

Term Limit

The term limit is restricted by the term in office.

Mandate

The Nominating Committee oversees the nominations process by preparing and submitting to the Board, all nominations for Officers, Board members, and Conflict of Interest Committee members to be elected that year.

Activities

- Solicit input from members regarding nominees.
- The Committee shall contact each person on the slate to obtain consent to run for office as well as a completed conflict of interest form.
- The Committee shall recommend to the Board the qualities and abilities required to successfully fill each open Board position.
- The Committee shall evaluate potential candidates for elected office, based on their ability to carry out the responsibilities of open positions as well as the balance of Board membership in relation to the SRS Diversity, Equity, and Inclusion mission statement.
- Prepare and present a formal slate of candidates to the Board for open positions.
- The Committee shall recommend candidates to the Board for Board positions that become vacant during the program year. The Committee shall consider



qualifications based on the responsibilities of the individual opening as well as the balance of Board membership.

Chair: President

Chair Responsibilities

1. Attend all meetings of the Nominating Committee.
2. Accept and support the Nominating Committee charge.
3. Plan Committee meetings and agenda with staff.
4. Exercise leadership and move Committee members toward participation and decision making.
5. Maintain records and relevant information on Committee work. The chair must be sufficiently informed to interact knowledgeably with other Committee members and staff.
6. With staff, the Chair shall submit a report on the status of Communications Committee activities for each meeting of the Board of Directors.

Committee Policies

1. The Nominating Committee will follow provisions contained in the SRS Bylaws under Article 10.
2. The Committee shall meet annually, or more often as necessary.
3. Individuals who accept a nomination to an elected position may not sit in this Committee.



COMMITTEES, Continued

1.8.B.1 AWARDS NOMINATING COMMITTEE

Committee Type

Standing committee

Appointing Authority

Members of the Awards Nominating Committee shall include the most recent SRS members of the board of directors who have successfully completed their term(s) on the board. The board may add members to represent areas of the field not currently represented on the committee. Current members of the board of directors are excluded from serving on this committee, based on the intention to separate the process of nominations from final award decisions. The committee should have at least five and no more than seven members.

Term of Committee

The term for committee members is one year, which commences at the annual meeting.

Term Limit

The term limit is restricted to one year. Committee members may be reappointed but not in consecutive years.

Mandate

Provide nominations to the SRS Board of Directors for the four SRS awards: Distinguished Scientist Award; Mary A. Carskadon Outstanding Educator Award; Outstanding Scientific Achievement Award; and Public Service Award. The committee is purposefully mandated to ensure that nominations for individuals who may be deserving of these special distinctions come before the committee for review.

Activities

- Solicit nominations from former and present SRS members through national and international outreach.
- Identify potential candidates who were not nominated and provide the nomination. This activity is to include both new nominations from the committee itself as well as reconsideration of nominees from prior years.
- Review all nominations for completeness and, if need be, seek completion by the nominator and, if that is deficient, by committee members.



- Review all nominations by interactive discussion among members and select two nominees for each standing award (i.e., Distinguished Scientist Award, Outstanding Educator Award, Outstanding Scientific Achievement Award, and Public Service Award).
- Send final recommendations to the board with the completed nominations form and a three-to-five sentence rationale supporting each nomination.
- Recommend to the board ways to publicize the accomplishments of award recipients.
- Review criteria for each award as directed by the board and recommend changes if necessary.
- Conduct other business that comes before the committee.

Chair

Appointed by Board of Directors

Chair Responsibilities

1. Attend all meetings.
2. Accept and support the charge to the committee as determined by the SRS Board of Directors.
3. Plan committee meetings and agenda with staff.
4. Remind committee members of the SRS conflict of interest policy.
5. Maintain records to accurately reflect committee actions.
6. Interact knowledgeably with other committee members and staff.
7. Encourage full participation and decision making by committee members.
8. Evaluate committee efforts and communicate accomplishments to the committee and to the board of directors.
9. With staff, the Chair shall submit a report including award recommendations to the Board of Directors.

Committee Policies:

1. The Awards Nominating Committee will follow provisions contained in the SRS Bylaws under Article 10.
2. The Committee shall meet annually, or more often as necessary.
3. Committee members who have been nominated for an award may not remain on the Committee.
4. Members of the committee will be expected to disclose a potential conflict of interest in the technical sense (i.e., same institution, mentor/mentee relationship,



recent collaboration) in discussions of nominees but need not recuse themselves from the nominations process and discussion.



COMMITTEES, Continued

1.8.B. 2 COMMITTEE ON COMMITTEES

Committee Type

Board Committee

Appointing Authority

The Committee on Committees shall be comprised of the Executive Committee and the Trainee Member at Large. President and President-Elect shall be chair, alternating each year.

Term of Committee

The term of the Committee is one year from the SRS business meeting held in conjunction with the APSS annual meeting to the business meeting the following year.

Term Limit

The term limit is restricted by the term in office.

Mandate

The Committee on Committees recommends appointments to committees and oversees the committee performance and evaluation process.

Activities

- Solicit volunteers from the membership to serve on committees.
- Monitor balance on committees in terms of gender, geography, research area/type, and experience relative to the committee mandate.
- Recommend to the Board a committee rotation process and recommend committee appointments based on adopted policy.
-
- Evaluate committee member participation on an annual basis, soliciting input from Committee Chairs (using standardized format).
- Annually evaluate the leadership capabilities of committee chairs and members to make recommendations to the Board regarding the assignment of future responsibilities and the potential for filling additional leadership positions.

- Evaluate committee performance in relation to goals and activities on an annual basis.
- Recommend committee appointments with goal of building volunteer base to develop Society leadership.
- Make appointment recommendations to facilitate transition of committee responsibilities in conjunction with the June APSS meeting.
- Review committee mandates/charges and make recommendations in relation to committee workload and mission of organization.

Chair: President-Elect or President as determined above.

Chair Responsibilities

1. Attends all Committee on Committees meetings.
2. Accepts and supports the committee charge.
3. Plans committee meetings and agenda with staff.
4. Exercises leadership and moves members toward participation and decision-making.
5. Maintains records and relevant information on committee work. The chair must be sufficiently informed to interact knowledgeably with other committee members and staff.
6. Evaluates committee efforts and communicates accomplishments to the committee and to SRS Board.
7. The Committee Chair shall submit to the Board a recommendation regarding committee appointments for the following program year.

Committee Policies

1. The Committee on Committees will follow provisions contained in the SRS Bylaws under Article 10.
2. The Committee shall meet on an annual basis, or more often, as necessary.



COMMITTEES, Continued

1.8.B.3 COMMUNICATIONS COMMITTEE

Committee Type

Standing Committee

Appointing Authority

The Board of Directors appoints the chairperson and members for a three consecutive one-year terms.

Term of Committee

The term of the Communications Committee is one year from the SRS business meeting held in conjunction with the APSS annual meeting to the business meeting the following year.

Term Limit

The term limit for Committee members is three consecutive one-year terms. The term for the chairperson is three consecutive one-year terms.

Mandate

The Communications Committee shall determine optimal communication strategies and tools, facilitate media outreach, and give members a greater sense of ownership in the Society. The Committee will implement novel strategies to engage the non-member sleep research community.

Activities

- Study and recommend long-range plan of communication goals and activities to meet these goals.
- Review Society communication tools for accuracy and timeliness.
- Review and recommend updates to the website.
- Research and recommend media outreach tools for greatest effectiveness.
- Recommend research findings to be published in scientific journals.
- Research and implement methods to engage non-members, scientists, and public.
- Research and recommend which SRS constituents receive message via which communication tool (e.g., emails, various social media platforms) and which constituents contribute/communicate via social media.

Chair: Recommended by the Committee on Committees; appointed by the Board

Chair Responsibilities:

1. Attends all meetings of the Communications Committee.
2. Accepts and supports the Communications Committee charge as determined by the SRS Board.
3. Plans committee meetings and agenda with staff.
4. Exercises leadership and moves Communications Committee members toward active participation and decision-making.
5. Maintains records and relevant information on committee work. The chair must be sufficiently informed to interact knowledgeably with other committee members and staff.
6. Evaluates committee efforts and communicates accomplishments to the SRS Board.

Committee Policies:

1. The Communications Committee will follow provisions contained in the SRS Bylaws under Article 10.
2. The Committee shall meet on a monthly basis, or more often as necessary. One meeting should be held in conjunction with the APSS Annual Meeting.
3. The Chair shall submit a report on the status of Communications Committee activities for each meeting of the Board of Directors.
4. The Committee shall monitor the SRS Updates for accuracy and information.
5. The Committee will make recommendations for updates and new content on the SRS Website.
6. Based on approved guidelines, the Committee will solicit items to be posted on the website by SRS staff.
7. The Committee will make recommendations for content on the SRS social media channels.
8. The Committee shall recommend to the Board ways to enhance/improve electronic and paper communications to the membership.
9. The Committee shall contact other SRS Committee chairs on a quarterly basis, soliciting material for inclusion in both electronic and paper communications.
10. The Committee shall recommend to the Board on an annual basis, long-range publication/communications goals.



COMMITTEES, Continued

1.8.B.4 CONFLICT OF INTEREST COMMITTEE

Committee Type

Standing Committee

Appointing Authority

The members of the Conflict of Interest Committee include the Secretary/Treasurer, Immediate Past President, and a member-at-large as elected by the SRS membership. For the member-at-large position, self-nomination will be permitted, the term of the at-large member will run for a two-year term commencing at the end of the annual meeting of the SRS. The election of the at-large member will occur at the same time as the election for the Board of Directors and Officers.

Term of Committee

The term of the Conflict of Interest Committee is one year from the SRS business meeting held in conjunction with the APSS annual meeting to the business meeting the following year.

Term Limit

The term limit for Chairperson is restricted by the term in office. The term for the at-large member and Immediate Past President is two years.

Mandate

The Conflict of Interest Committee's mandate is to assist the Board of Directors with the annual review of the SRS's conflict of interest policies and implementation of the conflict of interest policy. The Committee serves as a panel to review potential conflicts of interest and make final determinations about resolution of potential conflicts. All determinations of the Committee will be considered final and do not require approval from the Board of Directors.

Activities

- Review the SRS Conflict of Interest Policy annually.
- Recommend changes to the SRS Conflict of Interest Policy to the Board of Directors.
- Review Conflict of Interest forms of nominees and volunteers to determine resolution of potential conflicts.
- Implement the Conflict of Interest policy.



- Serve as a panel to review potential conflicts of interest and make final determinations regarding resolution of potential conflicts.
- Communicate conflict of interest decisions to the Committee on Committees and Nominating Committees.

Chair: Secretary/Treasurer

Chair Responsibilities

1. Attend all meetings of the Conflict of Interest Committee.
2. Accept and support the Committee's charge as determined by the SRS Board.
3. Plan Committee meetings and agenda with staff.
4. Exercise leadership.
5. Maintain records and relevant information on Committee work. The chair must be sufficiently informed to interact knowledgeably with other Committee members and staff.
6. Move members toward participation and decision making.
7. Evaluate Committee efforts and communicate accomplishments to the Committee and to the SRS Board.

Committee Policies

1. The Conflict of Interest Committee will follow provisions contained in the SRS Bylaws under Article 10.
2. The Committee shall meet on twice annually, or more often, as necessary.
3. All members of this committee are required to adhere to the same Conflict of Interest policy as members of the Board of Directors.



COMMITTEES, Continued

1.8.B.5 DIVERSITY, EQUITY, AND INCLUSION COMMITTEE

Committee Type

Standing Committee

Appointing Authority

The Board of Directors appoints the chairperson and members for three consecutive one-year terms.

Term of Committee

The term of the Diversity, Equity, and Inclusion Committee is one year from the SRS business meeting held in conjunction with the APSS annual meeting to the SRS business meeting the following year.

Term Limit

The term limit for Committee members is three consecutive one-year terms. The term limit for the chairperson is three consecutive one-year terms.

Mandate

The goal of the Diversity, Equity, and Inclusion Committee is to broaden the perspectives and impact of sleep and circadian science. To that end, the committee will assess the SRS membership and leadership, and recommend strategies to improve diversity, equity and inclusion within the SRS's leadership and membership. The Committee will identify barriers that may deter sleep and circadian researchers from underrepresented groups from becoming and remaining SRS members and continuing to contribute to the field in an academic or research environment of inclusive excellence. The committee will develop and implement initiatives to improve the SRS's recruitment and retention of members who would contribute to diversity, equity, and inclusivity in the sleep and circadian science field.

Activities

- Study the makeup of the membership and leadership in terms of diversity, equity and inclusion.
- Evaluate existing programs/activities of the SRS in terms of diversity, equity and inclusion.

- Recommend improvements to existing programs/activities to improve diversity, equity and inclusivity of participants.
- Recommend programs/activities to improve the diversity, equity and inclusivity of the membership.
- Analyze and track the diversity, equity and inclusivity of award/grant recipients.
- Identify issues, if any, contributing to an unequitable distribution of awards/grants.
- Identify initiatives to enhance the prospects of success of underrepresented groups in sleep and circadian science.
- Identify barriers that may deter underrepresented groups from becoming and remaining SRS members and becoming SRS leaders.
- Recommend improvements to outreach efforts to include a diverse audience.

Chair: Recommended by the Committee on Committees; appointed by the Board

Chair Responsibilities

1. Attend all meetings of the Diversity, Equity, and Inclusion Committee.
2. Accept and support the Diversity, Equity, and Inclusion Committee charge as determined by the SRS Board.
3. Plan Diversity, Equity, and Inclusion Committee meetings and agenda with staff.
4. Exercise leadership and encourage Diversity, Equity, and Inclusion Committee members toward active participation and decision-making.
5. Maintain records and relevant information on committee work. The Chair must be sufficiently informed to interact knowledgeably with other committee members and staff.
6. Evaluate committee efforts and communicate accomplishments to the SRS Board.
7. With staff, the Chair submits a report on the status of Diversity, Equity, and Inclusion Committee activities for each meeting of the Board of Directors.

Committee Policies

1. The Diversity, Equity, and Inclusion Committee will follow provisions contained in the SRS Bylaws under Article 10.
2. The Committee shall meet on a monthly basis, or more often as necessary. One meeting shall be held in conjunction with the APSS Annual Meeting.



COMMITTEES, Continued

1.8.B.6 MEMBERSHIP COMMITTEE

Committee Type

Standing Committee

Appointing Authority

The Board of Directors appoints the chairperson and members for a three consecutive one-year terms.

Term of Committee

The term of the Membership Committee is one year from the SRS business meeting held in conjunction with the APSS annual meeting to the business meeting the following year.

Term Limit

The term limit for Committee members is three consecutive one-year terms. The term for the chairperson is three consecutive one-year terms.

Mandate

The Membership Committee will determine benefits the SRS provide, to allow maximum membership values all the while increasing membership revenue. The Committee will find methods to recognize Members' contributions and excellence while implementing novel strategies to engage the non-member sleep research community.

Activities

- Study and recommend long-range plan of membership goals and activities to meet these goals.
- Review and recommend membership qualifications and guidelines.
- Develop list of membership prospects with assignments for personal contacts to be made by Committee members, association members, and staff.
- Evaluate and recommend programs to retain current membership base.
- Periodically review and make recommendations regarding dues structure.
- Study and make recommendations regarding ways to increase international participation and membership.

- Study and recommend financial assistance programs for member classifications, as appropriate.
- Engage the non-member sleep research community.
- Follow up on current sources, and create and implement additional outreach method, tracking results.
- The Membership Committee shall periodically review and recommend changes to the dues structure.
- The Committee shall review annually all membership services offered by the SRS and make recommendations to the Board for improvement.
- The Committee shall direct a minimum of one annual membership recruitment drive.
- The Committee, in conjunction with staff, shall develop and maintain membership brochures.
- The Committee shall sponsor a membership retention/recruitment activity (Club Hypnos) at the Sleep Research Society's Annual Meeting and make recommendations regarding sponsorship of events at other professional society meetings.

Chair: Recommended by the Committee on Committees; appointed by the Board

Chair Responsibilities:

1. Attend all meetings of the Membership Committee.
2. Accept and support the Membership Committee charge as determined by the SRS Board.
3. Plan committee meetings and agenda with staff.
4. Exercise leadership and move Membership Committee members toward active participation and decision-making.
5. Maintain records and relevant information on committee work. The chair must be sufficiently informed to interact knowledgeably with other committee members and staff.
6. Evaluate committee efforts and communicate accomplishments to the SRS Board.
7. With staff, the Chair shall submit a report on the status of Membership Committee activities for each meeting of the Board of Directors.

Committee Policies:

1. The Membership Committee will follow provisions contained in the SRS Bylaws under Article 10.
2. The Committee shall meet on a monthly basis, or more often as necessary. One meeting should be held in conjunction with the APSS Annual Meeting.



COMMITTEES, Continued

1.8.B.7 PIPELINE DEVELOPMENT COMMITTEE

Committee Type

Standing Committee

Appointing Authority

The Board of Directors appoints the chairperson and members for a three consecutive one-year terms.

Term of Committee

The term of the Pipeline Development Committee is one year from the SRS business meeting held in conjunction with the APSS annual meeting to the business meeting the following year.

Term Limit

The term limit for Committee members is three consecutive one-year terms. The term for the chairperson is three consecutive one-year terms.

Mandate:

The Pipeline Development Committee will work to increase trainee selectivity, target training activities at appropriate levels, improve metrics to measure success of training programs, develop cross lab training opportunities--including global opportunities and facilitate Jr/Sr networking and mentoring.

Activities

- Implement Mentor-Mentee programs that create the greatest value for all levels of members.
- Consider submitting post graduate course(s) to the annual SLEEP meeting that have topics important to SRS members.
- Compile a list of NIH institutes open to funding additional sleep slots in pre-existing T32s.
- Work with Communications Committee to make SRS website more trainee-friendly.

- Create new pathways for physician scientists in the pipeline, including but not limited to pulmonology, neurology and psychology.
- TEAC Vice-Chair is a member of the committee.

Chair: Recommended by the Committee on Committees; appointed by the Board

Chair Responsibilities

1. Attend all meetings of the Pipeline Development Committee.
2. Accept and support the Pipeline Development Committee's charge as determined by the SRS.
3. Plan committee meetings and agenda with staff.
4. Exercise leadership and move Committee members toward participation and decision-making.
5. Along with staff, maintain records and relevant information on Pipeline Development Committee work. The chair must be sufficiently informed to interact knowledgeably with other committee members and staff.
6. Evaluate committee efforts and communicate accomplishments to the Pipeline Development Committee and to the SRS Board.
7. With staff, the Chair shall submit a report on the status of Pipeline Development Committee activities for each meeting of the Board of Directors.

Committee Policies

1. The Pipeline Development Committee will follow provisions contained in the SRS Bylaws under Article 10.
2. The Pipeline Development Committee shall meet on a monthly basis, or more often, as necessary.
3. One meeting shall be held in conjunction with the APSS Annual Meeting.



COMMITTEES, Continued

1.8.B.8 SCIENTIFIC OFFERINGS COMMITTEE

Committee Type

Standing Committee

Appointing Authority

The Board of Directors appoints the chairperson and members for a three consecutive one-year terms.

Term of Committee

The term of the Scientific Offerings Committee is one year from the SRS business meeting held in conjunction with the APSS annual meeting to the business meeting the following year.

Term Limit

The term limit for Committee members is three consecutive one-year terms. The term for the chairperson is three consecutive one-year terms.

Mandate

The Scientific Offerings Committee will develop an SRS-only meeting in years opposite the Gordon Conference and provide feedback to the Program Committee and Board regarding the SRS component of the APSS meeting, including identifying 'hot topics'.

Activities

- Recommend junior faculty development program criteria and guidelines.
- Work with SRS members and the Program Committee to identify cutting edge research topics for inclusion at future Annual Meetings. This would also include specific individuals who should be invited to the meeting and/or encouraged to submit proposals and abstracts.
- Explore a plan for an independent, cutting-edge, science workshop, including content and financial analysis.
- Scientific Offerings Committee shall annually recommend to the Secretary/Treasurer the budget for trainee related activities.

Chair: Recommended by the Committee on Committees; appointed by the Board

Chair Responsibilities

1. Attend all meetings of the Scientific Offerings Committee.
2. Accept and support the Scientific Offerings Committee charge as determined by the SRS Board.
3. Plan Scientific Offerings Committee meetings and agenda with staff.
4. Provide leadership to Scientific Offerings Committee. Move Scientific Offerings Committee members toward participation and decision-making.
5. Maintain records and relevant information on Scientific Offerings Committee activities. The chair must be sufficiently informed regarding activities to interact knowledgeably with other committee members and staff.
6. Evaluate Scientific Offerings Committee efforts and communicates accomplishments to Scientific Offerings Committee and to the SRS Board.
7. With staff, the Chair shall submit a report on the status of Scientific Offerings Committee activities for each meeting of the Board of Directors.

Committee Policies

1. The Scientific Offerings Committee will follow provisions contained in the SRS Bylaws under Article 10.
2. Scientific Offerings Committee shall meet on a monthly basis, or more often as necessary. One meeting shall be held in conjunction with the APSS Annual Meeting.



COMMITTEES, Continued

1.8.B.9 SCIENTIFIC REVIEW COMMITTEE

Committee Type

Standing Committee

Appointing Authority

The Board of Directors appoints the chairperson and members for a three consecutive one-year terms.

Term of Committee

The term of the Scientific Review Committee is one year from the SRS business meeting held in conjunction with the APSS annual meeting to the business meeting the following year.

Term Limit

The term limit for Committee members is three consecutive one-year terms. The term for the chairperson is three consecutive one-year terms.

Mandate:

The Scientific Review Committee will make recommendations to the Board of Directors regarding the Society's award programs; oversee the full award process, from implementation to evaluation of the career development awards program, including the scoring of applications to the Society's awards' programs. This committee abides by current NIH COI recommendations in all review matters.

Activities

- Recommend recipients for the Career Development Award.
- Recommend recipient(s) for the Outstanding Early Investigator Award.
- Develop process to evaluate applicants for grants and awards and make recommendation to Board regarding recipients.
- Write RFP and application materials for Sleep Research Society Foundation awards or other funding opportunities.
- Review and score Sleep Research Society Foundation awards and other funding opportunity applications.
- Evaluate success of funding programs.

- The Scientific Review Committee shall review and recommend to the Board guidelines and criteria for the Outstanding Early Investigator Award. The Committee shall make a recommendation to the Board regarding the recipient(s) of this honor.
- The Scientific Review Committee shall review and recommend to the Board guidelines and criteria for the Career Development Award. The Committee shall make a recommendation to the Board regarding the recipient(s) of this award.

Chair: Recommended by the Committee on Committees; appointed by the Board

Chair Responsibilities

1. Attend all meetings of the Scientific Review Committee.
2. Accept and support the Scientific Review Committee's charge as determined by the SRS.
3. Plan committee meetings and agenda with staff.
4. Exercise leadership and move Committee members toward participation and decision-making.
5. Along with staff, maintain records and relevant information on Scientific Review Committee work. The chair must be sufficiently informed to interact knowledgeably with other committee members and staff.
6. Evaluate committee efforts and communicate accomplishments to the Scientific Review Committee and to the SRS Board.
7. With Staff, the Chair shall submit a report on the status of Scientific Review Committee activities for each meeting of the Board of Directors.
- 8.

Committee Policies

1. The Scientific Review Committee will follow provisions contained in the SRS Bylaws under Article 10.
2. The Scientific Review Committee shall meet on a quarterly basis, or more often, as necessary. One meeting shall be held in conjunction with the APSS Annual Meeting
3. Abide by current NIH COI standards in all review activity.



COMMITTEES, Continued

1.8.B.10 TRAINEE EDUCATION ADVISORY COMMITTEE

Committee Type

Standing Committee

Appointing Authority

The Board of Directors appoints the chairperson and members for a three consecutive one-year terms.

Term of Committee

The term of the Trainee Education Advisory Committee is one year from the SRS business meeting held in conjunction with the APSS annual meeting to the business meeting the following year.

Term Limit

The term limit for Committee members is three consecutive one-year terms. The term for the chairperson is three consecutive one-year terms.

Mandate

The Trainee Education Advisory Committee (TEAC) implements career development activities at the annual SLEEP meeting.

Activities

- Develop trainee activities in conjunction with the APSS annual meeting.
- Recommend/develop trainee educational activities independent of APSS annual meeting.
- Provide guidance and support to Trainee Member-at-Large.
- Recommend a Trainee Member-at-Large to the Board.
- TEAC shall annually recommend to the Secretary/Treasurer the budget for trainee related activities.
- Based on approved guidelines, TEAC will evaluate trainee award program applications and make recommendations relating to award recipients.

Chair: Recommended by the Committee on Committees; appointed by the Board

Chair Responsibilities

1. Attend all meetings of the Trainee Education Advisory Committee and Trainee Subcommittee.
2. Accept and support the TEAC's charge as determined by the SRS Board.
3. Plan TEAC meetings and agenda with staff.
4. Provide leadership to TEAC and Trainee subcommittee. Move TEAC and Trainee subcommittee members toward participation and decision-making.
5. Maintain records and relevant information on TEAC activities. The chair must be sufficiently informed regarding trainee related activities to interact knowledgeably with other committee members and staff.
6. Evaluate TEAC and Trainee subcommittee efforts and communicate accomplishments to TEAC and to the SRS Board.
7. With staff, the Chair shall submit a report on the status of TEAC activities at each meeting of the Board of Directors.

Committee Policies

1. TEAC will follow provisions contained in the SRS Bylaws under Article 10.
2. TEAC shall meet on a monthly basis, or more often as necessary. One meeting shall be held in conjunction with the APSS Annual Meeting.



1.9 Sleep Research Society Bylaws

ARTICLE 1

NAME

The name of the corporation is the Sleep Research Society, (hereinafter called the "Corporation" or "SRS").

ARTICLE 2

PURPOSE AND GOALS

2.1 *The Corporation* is organized and operated exclusively for charitable, scientific, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (or a corresponding provision of any future United States Internal Revenue law), referred to below as the "Code", and more specifically:

2.1.1 *To foster* research in all areas of sleep. For the purpose of this document, the term sleep research includes both sleep and circadian rhythms related research.

2.1.2 *To provide* a forum for the exchange of information pertaining to sleep research, including holding an annual scientific meeting.

2.1.3 *To promote* education and training in sleep research.

2.1.4 *To establish* and maintain standards of reporting and classifying data in the field of sleep research.

2.1.5 *To exercise* all the powers conferred upon corporations formed under the Minnesota Nonprofit Corporation Act in order to accomplish the Corporation's purposes, including, but not limited to, the power to accept donations of money or property, whether real or personal, or any interest therein, wherever situated.

ARTICLE 3

FUNDS, DUES, AND ACTIVITIES

Funds of the Corporation shall consist of monies raised by annual dues levied on the members, voluntary contributions to the SRS, and income from any other source approved by the Board of Directors. No part of the net earnings of the Corporation shall inure to the benefit of any private

shareholder or individual. Except as permitted by filing an election under Section 501(h) of the Internal Revenue Code, (or the corresponding provision of any subsequent Federal tax law) no substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distributing of statements) any political campaign on behalf of or the opposition to any candidate for public office. Notwithstanding any other provision of these Bylaws, the Corporation shall not carry on any activity not permitted to be carried on (a) by a Corporation exempt from Federal income tax under Section 501 (c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any subsequent Federal tax law), and (b) by a Corporation to which contributions are deductible under Section 170 of the Internal Revenue Code of 1986 (or the corresponding provision of any subsequent Federal tax law).

ARTICLE 4

REGULATION OF INTERNAL AFFAIRS

The Corporation shall seek such sources of support, including the solicitation of grants from governmental units and direct or indirect contributions from the general public, as will enable it to qualify as a publicly supported organization as defined in Section 170(b)(1)(A)(vi) and 5099(a)(1) of the Internal Revenue Code of 1986 (or the corresponding provision of any subsequent Federal tax law).

ARTICLE 5

REGISTERED OFFICE

The registered office of the Corporation required by the Minnesota Nonprofit Corporation Act to be maintained in the State of Minnesota is as provided and designated in the Articles of Incorporation. The Board of Directors of the Corporation may, from time to time, change the location of the registered office pursuant to Section 317A.123 of Minnesota Statutes, or any successor provision thereof, by filing a statement of such change with the Secretary of State of Minnesota.

ARTICLE 6

MEMBERS

6.1 *The Corporation* shall be composed of diverse classes of members as determined by the Board of Directors: Current membership includes: full members, emeritus members, trainee members, and associate members.

6.1.1 *Full Members* shall be members from any country who are qualified according to the following standards. All full members shall hold doctoral degrees and shall have published sleep-related research and shall be actively engaged in sleep research at the time of joining the SRS. Full members pay annual dues set by the Board of Directors. Full members have full voting privileges.

6.1.2 *Emeritus Members* shall be members who have been Full members for at least ten years and, are retired professionally or have obtained Emeritus status at an academic or research institution, inform the Secretary-Treasurer that they wish to change their membership status to “Emeritus.” Emeritus members will pay lower membership dues than Full members as set by the Board of Directors. Emeritus members have full voting privileges.

6.1.3 *Trainee Members* shall include individuals who are enrolled in a college or university pursuing an undergraduate or graduate degree, on at least a half-time basis in a program of study with a sleep research related component; or an individual who earned their undergraduate degree within the last two years and is working in a sleep research laboratory prior to pursuing advanced degrees; or an individual who holds a doctoral degree and is enrolled in an advanced training program related to sleep research or sleep medicine, such as medical residency or clinical or research fellowship, or other program deemed acceptable by the Board of Directors, where the individual is in training and does not hold a full-time academic faculty or other independent position as a research scientist. Trainee members will pay lower membership dues than Full Members. Such dues shall be set by the Board of Directors. Trainee members do not have voting privileges.

6.1.4 *Associate Members* shall be members professionally engaged in sleep research, but who do not hold a doctoral degree. Associate members are not eligible for another membership category. Associate member dues will be determined by the Board of Directors. Associate members do not have voting privileges.

6.2 *Procedures for Membership.* Those who desire to become a member of the SRS must submit an official application to the national office. All membership applications shall be reviewed by the Corporation. The Corporation shall evaluate and approve membership applications pursuant to the qualifications and requirements for membership. Membership shall be effective upon approval.

6.3 *Annual Business Meeting of Members.* There shall be at least one annual business meeting of the SRS held during the annual meeting of the Corporation. Additional meetings of the membership may be held if the Board of Directors so decides. Actions taken by members at the annual meeting shall be effective only if a quorum consisting of not less than fifteen percent (15%) of the voting members of the SRS are present and voting.

6.4 *Special Meeting of Members.* Upon the written request of fifteen percent (15%) of the voting members, or by majority vote of the Board of Directors, the Board of Directors shall call a special meeting of members to consider a specific subject. Notice of any special meeting shall be given to the members, twenty days prior to the meeting, by mail and/or electronic means. No business other than that specified in the notice of meeting shall be transacted at any special meeting of the members of the SRS.

6.5 *Termination of Membership.* Membership ceases upon two months' delinquency in payment of annual dues. Prior to such removal, the Corporation shall make reasonable efforts to contact the non-participating member to encourage renewed participation and to determine the reason for non-participation.

The Corporation may terminate the membership of any member who becomes ineligible for membership,

6.6 *Resignation.* Any member may resign by filing a written resignation with the Corporation's Secretary, but such resignation shall not relieve the member so resigning of the obligation to pay any dues, assessments, or other charges theretofore accrued and unpaid.

6.7 *Reinstatement.* Members who have resigned or been terminated for non-payment of dues may only be reinstated (i) if no more than twelve (12) months has elapsed since the date of termination; and (ii) upon payment of delinquent dues; and (iii) in accordance with such rules as may be established by the Board of Directors. Former members not meeting the requirements for reinstatement must reapply for membership.

ARTICLE 7 BOARD OF DIRECTORS

7.1 *The Board of Directors Composition,* The Board of Directors shall consist of the President, President-Elect or Immediate Past-President, Secretary-Treasurer, and eight Directors at Large elected by the eligible voting members of the SRS.

7.2 *The Affairs of the Corporation* will be managed by its Board of Directors. The Board of Directors shall have and exercise all powers necessary to set fiscal and administrative policy of the SRS.

7.2.1 No contract, debt, or obligation shall be binding unless contracted under the direction of the Board of Directors. The Board of Directors may hold or dispose of such property real or personal as may be given, devised or bequeathed to it or entrusted in its care and keeping. The Board may purchase, acquire and dispose of such property as may be necessary. The Board shall have the control and management of the property of the SRS with the power to borrow money for corporate purposes.

7.2.2 The Board of Directors shall have the power to enter into contracts, leases and cooperative relationships with other organizations when in their judgment such a relationship is desirable toward achieving the objectives of the SRS. The Board of Directors shall, should it deem necessary, employ an Executive Director, define their duties and fix compensation. The Board may, should it deem necessary, engage the services of a management company to manage the day-to-day affairs of the SRS under the supervision of the President and the Board of Directors.

7.2.3 The Board of Directors shall meet at least quarterly. The President may call additional meetings at their discretion or as deemed necessary to fulfill the obligations of the Board. Further, the Board of Directors, and between meetings of the Board of Directors, the Executive Committee, shall exercise all corporate powers, except as otherwise expressly required by the Articles of Incorporation, these Bylaws, or by law.

7.2.4 Any officer or director who fails to attend two, unexcused, consecutive meetings of the Board will be considered to have resigned from the board.

7.2.5 *Manner of Acting.* The act of a majority of the directors present and voting at a duly convened meeting shall be the act of SRS unless the act of a greater number is required by statute, these Bylaws, or the Articles of Incorporation. Directors may not vote by proxy or under any other power of attorney.

7.2.6 *Action without a meeting.* Any action which may be taken at a meeting of the Board of Directors or a committee thereof, may be taken without a meeting if a consent in writing setting forth the action so taken shall be approved in writing by all of the directors or all of the members of such committee entitled to vote with respect to the subject matter thereof, as the case may be. The consent shall be evidenced by one or more written approvals, each of which sets forth the action taken and provides a written record of approval. Consent provided by reply email from a director's email address shall be sufficient to constitute written consent. All the approvals evidencing the consent shall be delivered to SRS' Secretary/Treasurer to be filed in the Society's records. The action taken shall be effective when all the directors or the committee members, as the case may be, have approved the consent unless the consent specifies a different effective date.

7.3 *The Terms of Office.*

7.3.1 The Term for the President shall be two years, commencing at the end of the annual meeting of the Corporation.

7.3.2 The Term for the President-Elect shall be one-year, commencing at the end of the annual meeting of the Corporation. The President-Elect shall be elected bi-annually by mail ballot or by secure electronic ballot by the eligible voting membership. After serving one year in this capacity, the President-Elect will automatically become President for the succeeding two years. The person elected to the office of President-Elect shall not serve as SRS President for more than one consecutive term.

7.3.3 The Term for the Immediate Past-President shall be one-year, commencing at the end of the annual meeting of the Corporation. The President will automatically become Immediate Past-President following the two-year term as President.

7.3.4 The Term of office for the Secretary-Treasurer shall be a three-year term, which commences at the end of the annual meeting of the Corporation following their election by mail ballot or secure electronic ballot by the eligible voting membership. The Secretary-Treasurer shall hold office until his successor has been duly elected and shall have qualified.

7.3.5 The Term of office for the eight Directors at Large shall be a three-year term, which commences at the annual meeting of the Corporation following their election by mail ballot or secure electronic ballot by the eligible voting membership. Each such director shall hold office until his successor has been duly elected and shall have qualified.

7.3.6 No more than four terms of the Board of Directors shall expire in any given year. The Board of Directors shall be free to adjust terms of officers to satisfy this latter requirement provided the adjustment is not for more than one year and not more than once for any one Board member's term of office.

7.3.7 A Director at Large, other than a presidential officer, elected by the eligible voting membership shall be eligible to serve two three-year terms.

7.3.8 Directors at Large elected to serve an unexpired term shall serve the unexpired portion of the term. Service of two or more years of an unexpired term shall be considered a full term.

7.4 *Vacancies* shall be filled in the following manner.

7.4.1 A vacancy in the office of President during the first year of the two-year term shall be filled by the Immediate Past President. A special election will be called where the eligible voting membership will elect someone to the President-Elect office. The President-Elect shall fill the presidential term commencing at the end of the annual meeting of the Corporation. The most recent President will commence a one-year term as Immediate Past President following the installation of President-Elect as President.

A vacancy in the office of President during the second year of the two-year term shall be filled by the President-Elect who shall complete the unexpired term as well as the presidential term for which elected. The President-Elect office shall be filled at the discretion of the Board of Directors until the end of the annual meeting of the Corporation.

7.4.2 In the event of a vacancy in the office of the Immediate Past President, the Board of Directors shall appoint a Past President to fill the vacancy until the expiration of the current President's term.

7.4.3 In the event of a vacancy in the office of the Secretary-Treasurer the Board of Directors shall appoint a Board member to fill the vacancy until the next annual election at which time a Secretary-Treasurer shall be elected to fill the unexpired term. Until the Board of Directors can convene to fill such vacancy, the President shall assume the duties of the Secretary-Treasurer in

addition to their other responsibilities. If the Secretary-Treasurer vacancy occurs prior to December 31, the Board, at its discretion, may fill the newly vacant Board position until the next election. If such vacancy occurs after December 31, the eligible voting membership will elect someone to the vacancy for the unexpired term at the next regularly scheduled election.

7.4.4 The Board shall have the power to fill the unexpired term of any member of the Board between annual elections. Vacancies in the eight Director at Large positions shall be filled at the discretion of the Board of Directors if such vacancy occurs prior to December 31. At the next regularly scheduled election after such vacancy, the eligible voting membership shall elect a Director to fill the unexpired term. If such vacancy occurs after December 31, the position shall remain vacant until the next regularly scheduled election, at which time the eligible voting membership will elect someone to fill the unexpired term.

7.5 *Quorum.* A majority of the directors then in office shall constitute a quorum for the transaction of the business at any meeting of the Board of Directors, provided that if fewer than half of the directors are present at the said meeting, a majority of the directors present may adjourn the meeting to another time without further notice.

7.6 *Duties of officers.*

7.6.1 *The President* shall be the principle elected officer and chief spokesperson of the SRS. No statement shall be made by the President or designated alternate that advocates a group boycott by members or violation of federal or state antitrust or any other laws. The President shall be chairperson of the Board of Directors, Executive Committee, and member ex-officio of all committees of the SRS. The President shall preside at the annual meeting of the SRS. In addition, the President shall perform such duties as may be prescribed by the Board of Directors from time to time. The President shall neither encumber the SRS with indebtedness nor assume any financial obligation in the name of the SRS without prior authorization of the Board of Directors. The President shall, upon expiration of one term as President, serve on the Board of Directors for one year as Immediate Past-President.

7.6.2 *The President-Elect* shall be elected bi-annually by the eligible voting membership by mail ballot or secure electronic ballot. The duties of the President-Elect shall be designated by the Board of Directors. The President-Elect shall be a member of the Board of Directors and the Executive Committee. The President Elect shall perform the duties of the President in the absence of the President as stated in 7.4.1. The President-Elect, when so acting, shall have the powers of and be subject to all the restrictions placed upon the President. Upon expiration of the term of office of the President, the President-Elect shall assume the presidency of the Corporation.

7.6.3 *The Immediate Past President* shall commence office upon expiration of the term of office of the President. The duties of the Immediate Past President shall be designated by the Board of Directors. The Immediate Past President shall be a member of the Board of Directors and the

Executive Committee. The Immediate Past President shall perform the duties of the President in the absence of the President as stated in 7.4.1. The Immediate Past President, when so acting, shall have the powers of and be subject to all the restrictions placed upon the President.

7.6.4 *The Secretary-Treasurer.* In addition to the rights and duties ordinarily placed on the Secretary-Treasurer of a corporation by law, custom or parliamentary usage, and those granted and imposed in other provisions of these bylaws, the Secretary-Treasurer shall be the official custodian of all records and all securities and the income therefrom owned by the corporation, subject to the direction and disposition of the Board of Directors. The Secretary-Treasurer shall chair the Budget Committee. The Board of Directors may select a bank or trust company to act as custodian in place of the Secretary-Treasurer of all or any part of such securities and to act as agent of the corporation in collecting the income therefrom. The Secretary-Treasurer shall perform other duties as may be directed by the Board of Directors.

7.7 *The Trainee Member at Large* shall be appointed by the Board of Directors for a one-year term and shall not be eligible for reappointment. The Trainee Member at Large shall have primary responsibility for representing the interests of the Trainee members of the Corporation on the Board of Directors. The Trainee Member at Large is a non-voting member of the Board of Directors.

ARTICLE 8 EXECUTIVE COMMITTEE

8.1 *Executive Committee Composition, Terms, and Duties.*

8.1.1 *The Executive Committee* shall be made up of the following positions of the Board of Directors – President, President-Elect or Immediate Past-President, Secretary- Treasurer, and one Director at Large. The Director shall be appointed to the Executive Committee by the Board of Directors.

8.1.2 *The Term of Office* for the Executive Committee shall commence at the end of the annual meeting of the SRS following the election until the successor has been elected and qualifies. The terms of the President, President-Elect, Immediate Past-President and Secretary-Treasurer on the Executive Committee shall coincide with their elected terms. The term of the Director at Large on the Executive Committee shall be a one-year term.

8.1.3 *Quorum* - Three members of the Executive Committee shall constitute a quorum for the transaction of business at any meeting of the Committee.

8.1.4 *Meetings of the Executive Committee* shall occur at least once a year or as often as deemed necessary to provide executive leadership and to debate issues of importance so as to provide advice and proposed actions to the Board of Directors. The Executive Committee shall be empowered to make all decisions ordinarily made by and authorized by the Board of Directors

when action needs to be taken between Board of Directors meetings. All actions taken by the Executive Committee shall be reported and acted upon by the Board of Directors at its next scheduled meeting.

ARTICLE 9 EXECUTIVE DIRECTOR

If an Executive Director is hired, he or she shall be an officer and shall supervise and be principally responsible for the day-to-day administrative management of the Corporation. The Executive Director shall work closely with the President to ensure that all corporate functions are adequately carried out. The duties and responsibilities of the Executive Director shall include:

- a) carrying out all policies established by the Board;
- b) selecting, employing, training, controlling and discharging all other employees of the Corporation;
- c) attending all meetings of the Board and committees of the Board;
- d) preparing and presenting to the Board regular reports reflecting accomplishment of corporate goals and the Corporation's mission; and
- e) any other duties and responsibilities as may be assigned to him or her by the President or by the Board.

ARTICLE 10 COMMITTEES

10.1 There shall be three types of Committees: Standing Committees, Board Committees, and Presidential Committees.

10.1.1 Standing Committees shall be appointed by the Board to perform continuing functions and service.

10.1.2 The Board shall appoint such other committees as necessary to address issues of interest to the membership and to fulfill Society functions. Committees shall be appointed to address such issues as research, education and membership. The name, composition and mandate of such committees shall be at the discretion of the Board.

10.1.3 The President may appoint Presidential committees to address issues of interest to the president. The mandate of such committees may not duplicate the mandate of standing or Board committees. These groups report directly to the President and are disbanded at the conclusion of the President's term in office.

10.1.4 Subcommittees may be appointed by the Board or the Chair of a standing committee. Should a committee chair determine the need for a subcommittee, it must consist only of members of the full committee. The Board may appoint subcommittees and at its discretion it may include some members not currently members of the committee. Such appointments

should be limited to those members with special expertise in the subject area that the committee is addressing.

10.1.5 Committee membership is restricted to members of the SRS except when the purpose of the SRS requires the addition of knowledgeable individuals from other fields. Non-SRS members will not be voting members of the committee. The President shall be an ex officio member of each committee. The principle staff person responsible for administering the day-to-day affairs of the SRS shall also be an ex officio member of all committees.

10.1.6 No member of a committee shall serve more than three consecutive one-year terms on the same committee, but an individual may serve three additional years if made a chairman or vice chairman.

10.1.7 Committees shall submit timely reports of their activities, findings, recommendations and progress to the Board of Directors.

10.1.8 Joint Committees may be established with other community, governmental or scientific organizations.

10.1.9 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.

ARTICLE 11 CORPORATE LIMITATIONS

11.1 *Distributions.* The Corporation, being organized exclusively for scientific, charitable, and educational purposes, may make distributions to organizations and individuals in furtherance of its corporate purposes and in accordance with Section 501(c)(3) of the Code.

11.2 *Prohibition Against Private Benefit and Inurement.* No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Section 3 above.

11.3 *Political Activity.* No substantial part of the activities of the Corporation shall be to attempt to influence legislation by propaganda or otherwise, and the Foundation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

11.4 *Other Prohibitions.* The Corporation shall not carry on any other activities not permitted to be carried on:

- a) under the Act or other applicable law;
- b) by a Foundation exempt from federal income tax under Section 501(c)(3) of the Code; or

- c) by a Foundation, contributions to which are deductible under Section 170(c)(2) of the Code.

11.5 *Dissolution*. Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Foundation, exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for scientific, charitable, or educational purposes, as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the appropriate court of law of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for exempt purposes.

ARTICLE 12

CONTRACTS, BANKING, AND GIFTS

12.1 *Contracts and Other Documents* - The Board of Directors, except as otherwise required by law, the Articles of Incorporation, or these Bylaws, may authorize any officer or officers, agent or agent of the Corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument or document in the name of and on behalf of the Corporation and such authority may be general or confined to specific instances.

12.2 *Checks, Drafts, and Loans* - All checks, drafts, loans, or other orders for the payment of money, notes or other evidence of indebtedness shall be issued in the name of the Corporation in such manner as shall be from time to time determined by the Board of Directors. In the absence of such determination, such instruments shall be signed by the Secretary-Treasurer.

12.3 *Deposits* - All funds of the Corporation shall be deposited to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may from time to time select.

12.4 *Gifts* - The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purpose or for any special purpose of the Corporation.

ARTICLE 13

BOOKS AND RECORDS

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors, Executive Committee, and committees having any authority of the Board of Directors, and shall keep at its principle office a record giving the names and addresses of the Board of Directors. All books and records of the Corporation may be inspected by any Director, or his agent or attorney, for any proper purpose at any reasonable time.

**ARTICLE 14
FISCAL YEAR**

The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December in each calendar year.

**ARTICLE 15
INDEMNIFICATION**

15.1 General Provisions.

15.1.1 Definitions.

A. For purposes of this section, the terms defined in this subsection 15.1.1 have the means given them.

B. "Corporation" means the Sleep Research Society, a Minnesota Corporation, the Association for the Psychophysiological Study of Sleep, a New Mexico corporation, and any domestic or foreign Corporation that was the predecessor of this Corporation in a merger, a consolidation, or other transaction in which the predecessor's existence ceased upon completion of the transaction.

C. "Official capacity" means (1) with respect to a director, the position of director in the Corporation, (2) with respect to a person other than a director, the elective or appointive office or position held by an officer, member of a committee of the board, or the employment or agency relationship undertaken by an employee or agent of the Corporation, and (3) with respect to a director, officer, or employee, or agent of the Corporation who, while a director, officer, employee, or agent of the Corporation, is or was serving at the request of the Corporation or whose duties in that position involve or involved service as a director, officer, partner, trustee, employee or agent of another organization or employee benefit plan, the position of that person as a director, officer, partner, trustee, employee, or agent, as the case may be, of the other organization or employee benefit plan.

D. "Proceeding" means a threatened, pending, or completed civil, criminal, administrative, arbitration, or investigative proceeding, including a proceeding by or in the right of the Corporation.

E. "Special legal counsel" means counsel who has not represented the Corporation or a related organization, or a director, officer, member of a committee of the board, or employee, or agent whose indemnification is in issue.

15.1.2 Indemnification Mandatory; Standard.

A. Subject to the provisions of 15.1.4, the Corporation shall indemnify a person made or threatened to be made a party to a proceeding by reason of the former or present official capacity of the person against judgments, penalties, fines including, without limitation, excise taxes assessed against the person with respect to an employee benefit plan, settlements, and

reasonable expenses, including attorney's fees and disbursements, incurred by the person in connection with the proceeding, if, with respect to the acts or omissions of the person complained of in the proceeding, the person: 1. Has not been indemnified by another organization or employee benefit plan for the same liability described above with respect to the same acts or omissions; 2. Acted in good faith; 3. Received no improper personal benefit, and, if applicable, the provisions of Minnesota Statutes Section 317A.255 (Director Conflicts of Interest) have been satisfied; 4. In the case of a criminal proceeding, did not have reasonable cause to believe the conduct was unlawful; and 5. In the case of acts or omissions occurring in the official capacity described in 15.1.1, paragraph (c), clause (1), or (2), reasonable believed that the conduct was in the best interests of the Corporation, or in the case of acts or omissions occurring in the official capacity described in 15.1.1, paragraph (c), clause (3), reasonably believed that the conduct was not opposed to the best interests of the Corporation. If the person's acts or omissions complained of in the proceeding relate to conduct as a director, officer, trustee, employee, or agent of an employee benefit plan, the conduct is not considered to be opposed to the best interests of the Corporation if the person reasonably believed that the conduct was in the best interests of the participants or beneficiaries of the employee benefit plan.

B. The termination of a proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent does not, of itself, establish that the person did not meet the criteria set forth in this subsection.

15.1.3 *Advances*. Subject to the provisions of 15.1.4, if a person is made or threatened to be made a party to a proceeding, the person is entitled, upon written request to the Corporation, to payment or reimbursement by Corporation of reasonable expenses, including attorneys' fees and disbursements, incurred by the person in advance of the final disposition of the proceeding, (a) upon receipt by the Corporation of a written affirmation by the person of a good faith belief that the criteria for indemnification set forth in 15.1.2 have been satisfied and a written undertaking by the person to repay all amounts so paid or reimbursed by the Corporation, if it is ultimately determined that the criteria for indemnification have not been satisfied, and (b) after a determination that the facts then known to those making the determination would not preclude indemnification under this section. The written undertaking required by clause is an unlimited general obligation of the person making it, but need not be secured and shall be accepted without reference to financial ability to make the repayment.

15.1.4 *Prohibition or Limit on Indemnification or Advances*. There are no prohibitions against or conditions on indemnification or advances of expenses other than as set forth in this article.

15.1.5 *Reimbursement to Witnesses*. This section does not require, or limit the ability of the Corporation to reimburse expenses, including attorneys' fees and disbursements, incurred by a person in connection with an appearance as a witness in a proceeding at a time when the person has not been made or threatened to be made a party to a proceeding.

15.1.6 *Determination of Eligibility.*

All determinations as to whether indemnification of a person is required because the criteria set forth in 15.1.2 have been satisfied and whether a person is entitled to payment or reimbursement of expenses in advance of the final disposition of a proceeding as provided in 15.1.3 must be made:

1. By the board by a majority of a quorum. Directors who are at the time parties to the proceeding shall not be counted for determining either a majority or the presence of a quorum;
2. If a quorum under the clause (1) cannot be obtained, by a majority of a committee of the board, consisting solely of two or more directors not at the time parties to the proceeding, duly designated to act in the matter by a majority of the full board including directors who are parties;
3. If a determination is not made under clause (1) or (2), by special legal counsel, selected either by a majority of the board or a committee by vote pursuant to clause (1) or (2) or, if the requisite quorum of the full board cannot be obtained and the committee cannot be established, by a majority of the full board including directors who are parties;
4. If a determination is not made under clauses (1) to (3), by the members with voting rights, other than members who are parties to the proceeding; or 5. If an adverse determination is made under clauses (1) to (4) or under paragraph (b), or if no determination is made under clauses (1) to (4) or under paragraph (b) within 60 days after the termination of a proceeding or after a request for an advance of expenses, as the case may be, by a court in this state, which may be the same court in which the proceeding involving the person's liability took place, upon application of the person and any notice the court requires. With respect to a person who is not, and was not at the time of the acts or missions complained of in the proceedings, a director, officer, or person possessing, directly or indirectly, the power to direct or cause the direction of the management or policies of the Corporation, the determination whether indemnification of this person is required because the criteria set forth in 15.1.2 have been satisfied and whether this person is entitled to payment or reimbursement of expenses in advance of the final disposition of a proceeding as provided in 15.1.3 may be made by an annually appointed committee of the board, having at least one member who is a director. The committee shall report at least annually to the board concerning its actions.

15.1.7 *Insurance.* The Corporation may purchase and maintain insurance on behalf of a person in that person's official capacity against any liability asserted against and incurred by the person in or arising from the capacity, whether or not the Corporation would have been required to indemnify the person against the liability under the provisions of this Article.

15.1.8 *Disclosure.* If the Corporation indemnifies or advances expenses to a person under this article in connection with a proceeding by or on behalf of the Corporation; (it) shall report to the

members in writing the amount of the indemnification or advance and to whom and on whose behalf it was paid not later than the next meeting of members.

15.1.9 *Indemnification of Other Persons.* This article does not limit the power of the Corporation to indemnify other persons.

ARTICLE 16 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.

ARTICLE 17 AMENDMENT

Amendments may be proposed by a majority of a quorum of the members of the Corporation at a business meeting or by a majority of the Board of Directors or by a majority of the Executive Committee or by a petition by at least 15% of the members of the Corporation. Upon notification of a properly proposed amendment, the Secretary-Treasurer shall prepare a ballot containing the proposal and send it to all members. An amendment is adopted by a two-thirds majority of the members voting by mail ballot returned to the Secretary-Treasurer before the specified deadline, provided the number of returned ballots includes at least 15% of the membership.



SLEEP RESEARCH SOCIETY

2.1 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 of Directors has three primary legal duties known as the “duty of care,” “duty of loyalty,” and “duty of obedience.”

1. The **duty of care** requires that nonprofit board members be reasonably informed about the organization's activities, participate in decisions, and do so in good faith and with the care of an ordinarily prudent person in similar circumstances. In short, the duty of care requires the board - and individual board members - to pay attention to the organization's activities and operations.
2. The **duty of loyalty** requires board members to exercise their power in the interest of the organization and not in their own interest or the interest of another entity, particularly one with which they have a formal relationship. When acting on behalf of the organization, board members must put the interests of the organization before their other personal and professional interests.
3. The **duty of obedience** requires that board members of a nonprofit organization comply with applicable federal, state, and local laws, adhere to the organization's bylaws, and remain the guardians of the organization’s mission.

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.
5. Maintain regular communication with the membership, informing them of pertinent Board actions, activities, and outcomes as well as the fiscal health of the Society.
6. 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.
7. Oversee the Governance Review process.
8. Review and approve the Society's budget and financial objectives.
9. Provide oversight and ensure the integrity of internal and external audit processes, financial reporting and record keeping.
10. Ensure that an ethical culture of trust, honesty, and integrity is promoted throughout the Society.
11. Adhere to the Society's Policies .
12. 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.
13. 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.

DIRECTOR QUALIFICATION EXPECTATIONS

MINIMUM DIRECTOR QUALIFICATIONS

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.

DIRECTORS RESPONSIBILITIES

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

1. Attend and actively participate in the entirety of all Board meetings,. Further, it is expected that all in-person meetings will be physically attended unless excused by the President and/or Executive Director
2. Review and thoughtfully consider issues raised in all meeting materials and agendas in advance of the Board meeting.
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, keeping within the Society's confidentiality policy, 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.
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 Society committee or task force, if assigned.
8. Act as an ambassador for the Society to the general public, government agencies, and clients.
9. Advise the President and Executive Director 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.
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.
12. Contribute financially to the Society's Foundation, according to ability.
13. Attend the Society's annual meeting.

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.

2.2.A Guidelines for Reimbursement -- Board Members

All original receipts must be attached

1. The SRS will pay subsistence and transportation expenses of directors required 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 \$60 per person for dinner, \$35 per person for lunch, and \$30 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.

Signature

by (print name)
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Date



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

2.2.B 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 required 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 \$60 per person for dinner, \$35 per person for lunch, and \$30 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.

Signature

by (print name)

Date



SLEEP RESEARCH SOCIETY

2.3 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, personal interests, personal commitments, and obligations. In the field of sleep and circadian 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 and Task Forces

Members of committees and task forces appointed 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 or task force member with a Category I COI other than the one(s) specifically listed will be referred to the COI Committee for review and assessment.

SRS Executive Director, SRS Foundation Board Members, and Paid SRS Journal Editors

The Executive Director of the SRS, SRS Foundation Board members, and Paid SRS Journal Editors are 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 four 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;
- Serves as a paid editor for a journal owned by the Society;
- Holds a strategic decision-making, editorial position with a journal focused on sleep and/or circadian rhythms;
- Is paid by the Society to perform any kind of work on behalf of the Society (excluding Board stipends).

Relationships are such that individuals **will be unable** to serve on a fundraising committee. Such is the case if the individual:

- Actively fundraises from sleep/circadian related companies for sleep/circadian related activities.

Category II. Relationships are such that individuals **will be unable** to participate in a specific 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;
- The individual has any other financial interest other than that due to University or Hospital supervised support;
- The individual serves on the board of directors, or in a management role of a for-profit company that has a commercial interest in the sleep and circadian field.
- The decision is 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.
- The individual actively fundraises for other sleep/circadian organizations or activities.
- The decision is 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 III. 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 IV. 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 an apparent conflict (Category II). 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 III conflicts. In those situations where it is uncertain whether a Category II or III conflict exists, the Board of Directors of the SRS will resolve the matter.

SLEEP RESEARCH SOCIETY DISCLOSURE FORM

NAME: Click or tap here to enter text.
(include credentials)

PHONE: Click or tap here to enter text.

E-mail: Click or tap here to enter text.

ADDRESS:

Street 1: Click or tap here to enter text.

Street 2: Click or tap here to enter text.

City: Click or tap here to enter text. State: Click or tap here to enter text. Zip

Code: Click or tap here to enter text.

Country: Click or tap here to enter text.

ACADEMIC TITLE AND AFFILIATION:

Click or tap here to enter text.

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): [Click or tap here to enter text.](#)

☐ 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): [Click or tap here to enter text.](#)

☐ NO

4. Are you or a family member involved in developing goods or services which compete with SRS products or services - e.g. the *Basics of Sleep Guide*, or PubAlert?

☐ YES (List names of all products or services): [Click or tap here to enter text.](#)

☐ NO

5. 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): [Click or tap here to enter text.](#)

☐ NO

6. 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): [Click or tap here to enter text.](#)

☐ NO

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

☐ YES (List names of all bureaus): [Click or tap here to enter text.](#)

☐ NO

8. Do you raise funds from industry for a sleep/circadian related organization or activity?

☐ YES (List names of all organizations/activities): [Click or tap here to enter text.](#)

☐ NO

9. 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): Click or tap here to enter text.

☐ NO

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

☐ YES (List names of all companies): Click or tap here to enter text.

☐ NO

11. 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): Click or tap here to enter text.

☐ NO

12. Do you hold a strategic decision-making, editorial position with a journal focused on sleep and/or circadian rhythms (e.g., Editor-in-Chief, Deputy Editor)?

☐ YES (List names of all journals): Click or tap here to enter text.

☐ NO

SIGNATURE: _____ **Date:**



2.4 Reserve Fund Investment Policy

Purpose

The primary purposes of the Sleep Research Society (SRS) Reserve Fund is to provide reserve funds for the operational security of existing SRS programs and start-up resources for the implementation of new programs as deemed necessary by the SRS Board of Directors. This portfolio represents accumulated surpluses and may be used for any purpose designated by the Board of Directors. The funds are long-term (five to ten years) in nature and income and any capital gains are to be retained and reinvested within the fund.

Objectives

The objectives of the Reserve Fund should be pursued as long-term goals designed to maximize the returns without exposure to undue risk, as defined as an investment risk that a reasonable person serving as a board member who is informed of the investment strategy and potential returns of the relevant person would consider excessive. Because fluctuating rates of return are characteristic of securities markets, the emphasis should be long-term appreciation of the assets, safety of the Fund's principal, and consistency of total portfolio returns. The Fund is expected to meet or exceed the results of indices, including those listed below, which most closely match the components of the investment portfolio during the same period.

- Standard & Poor's 500 Stock Index
- BBg Barclays US Agg Bond Index
- Consumer Price Index
- 90-Day United States Treasury Bills

The Reserve Fund's minimum expected 5-year annualized return is six percent or the 5-year annualized Consumer Price Index plus three percent, whichever is greater. Because the duration, direction, and intensity of inflation cycles vary from cycle to cycle, it is recognized that the return experienced by the Fund over any one cycle may vary from this objective

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 investment manager 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. The investment manager shall review the need to rebalance the portfolio at the end of January and at the end of July, according to the following target asset mix. The



investment manager will use incoming cash flow (contributions) or outgoing money movements (withdrawals) of the investment portfolio to realign the current weightings closer to the target weightings for the investment portfolio.

Asset Class	Minimum Weight	Target Weight	Maximum Weight
Cash & Equivalents	10%	15%	25%
Equity	25%	50%	65%
Fixed Income	25%	35%	50%

Equities

The equity portion of the portfolio should be maintained at a risk level roughly equivalent to that of the equity market as a whole. Equity holdings may be selected from the New York, American, or NASDAQ markets. Convertible securities may be purchased as equity surrogates. Mutual funds meeting these guidelines may be used.

The manager is prohibited from investing in:

1. Private placements
2. Letter Stock
3. Options and
4. Securities whose issuers have filed a petition for bankruptcy

The manager is prohibited from engaging in:

1. Short sales
2. Margin transactions and
3. Any speculative investment activities

The above guidelines give the investment manager full responsibilities for security selection and diversification, subject to a maximum five percent commitment at cost or 10 percent commitment of the account's market value for an individual security and 20 percent for a particular industry.

Fixed Income:

The manager may select from corporate debt securities and obligations of the U.S. Government, its agencies, and instrumentalities and mutual funds or exchange traded funds investing in the same.

These investments will be subject to the following limitations:

1. The weighted average maturity of the portfolio must be 10 years or less with a maximum maturity of 30 years for individual securities.



2. Investments in securities of a single issuer (with the exception of the U.S. Government and its agencies and instrumentalities) must not exceed 10 percent of the portfolio at cost, nor should there be more than 25 percent exposure (at cost) to any one industry.
3. Only corporate debt issues rated AA investment grade or better by Standard & Poor's and Moody's may be purchased.
- 4.

Asset Quality

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 Advisor 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.

The investment manager is prohibited from investing in private placements, or from speculating in fixed income or interest rate futures. Mutual funds meeting the above guidelines may be used.

Investment Manager

1. The Executive Director will recommend the hiring or replacing of an investment manager to the SRS Board of Directors.
2. The Investment Manager will invest SRS funds in accordance with this policy.
3. The Investment Manager will prepare a quarterly financial report showing the performance of investments for various, appropriate time frames and contrasting the performance against pertinent indices over a three-year time period. Reported results will be shown net of all fees. Total fees and commissions paid by the SRS for this Reserve Fund will be indicated.
4. The Secretary/Treasurer and Executive Director will annually review the performance of the investment manager in accordance with the indices in this policy and report to the SRS Board of Directors.

Policy Review

The following procedures will be followed to ensure the investment policy statement is consistent with the current mission of the SRS and accurately reflects the current financial condition of the SRS:

1. This investment policy shall be reviewed every three years by the Secretary/Treasurer, Executive Director, and the Investment Manager.
2. Any recommended edits to the Investment Policy will be submitted to the SRS Board of Directors for review and approval.



Donations

The Society will accept stock or other negotiable instruments as a vehicle for donors to transfer assets to the organization. Transfer and recording the value of the asset shall be done in a consistent manner and in compliance with accounting standards. Such donations shall be invested as per this IPS.



ADMINISTRATIVE POLICIES

2.5 CLUB HYPNOS POLICY

Purpose

Club Hypnos is to serve as a membership benefit and a recruitment tool for the SRS. This program will help to achieve the following goals from the 2018-2022 Strategic Plan:

- A1: Provide benefits that maximize membership value year-round
- A3: Expand recruitment to a more diverse set of members
- C2: Promote cutting-edge and diverse research at SRS meetings/in the SRS Journals
- F: Develop strategic partnerships nationally and internationally

Structure

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.

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 will complete the "Club Hypnos Application," and if approved, work with the SRS Coordinator and be given a small budget (not to exceed \$3,000) for organizing the reception, which will include food, services, and appropriate SRS literature.

Club Hypnos hosts are asked to complete the following:

- Provide SRS materials to attendees
- Present a short slide presentation about the SRS, including mission, goals, conferences and journals

- Provide a summary of all sleep & circadian presentations at that conference to attendees
- Consider a data blitz if hosting at a larger conference with a greater sleep & circadian community
- Consider hosting a Club Hypnos at conferences where there is not already an established sleep & circadian community

Application Process

1. The Club Hypnos application can be found on the SRS website. Applications are due to the national office by October 1 each year.
2. Applications will be reviewed by the SRS Board of Directors.
3. Funding decisions for the following calendar year will be made at the November SRS Board of Directors meeting.



ADMINISTRATIVE POLICIES, Continued

2.6 TRAINEE WORKSHIP 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 SRS Board of Directors.

Because the SRS Annual Meeting (APSS) is the premier scientific meeting on sleep and circadian science in the world, the Board wishes to encourage high attendance, from scientists, practitioners, and trainees in sleep and circadian medicine. To protect SRS interests, no Trainee Workshop proposals will be considered that 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 staff, and the Board shall serve as a backup to ensure this policy is enforced.



ADMINISTRATIVE POLICIES, Continued

2.7 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.

Fundraising materials and correspondence should have the approval of the Sleep Research Society Board of Directors.



ADMINISTRATIVE POLICIES, Continued

2.8 COMMITTEE CONFIDENTIALITY POLICY

From time to time, SRS Committee and Task Force Members gain access to information that is confidential to the SRS and/or SRSF. All information distributed during SRS and SRSF committee and board meetings should be considered privileged. Examples of privileged information include membership lists and product pricing lists. Access to this information is for the sole benefit of the SRS and/or SRSF. Committee members are not allowed to share this information with any individuals other than members of the same committee/task force and current SRS board members. Committee members are also not allowed to use this information for any non-SRS activities or to the benefit of any other organization. If a breach of confidentiality is suspected, it should be reported to the Conflict of Interest (COI) Committee as soon as possible. The COI Committee will discuss the alleged breach with the involved parties. Sanctioning decisions (including possible removal from the committee or task force) will be based upon the COI Committee's evaluations of 1) the potential harm done by the disclosure and 2) the intent behind the disclosure.



2.9 CODE OF PROFESSIONAL CONDUCT AT SOCIETY ACTIVITIES POLICY

Purpose

The Sleep Research Society (SRS) Code of Professional Conduct at Society Activities Policy (the “Policy”) is intended to advance the mission of the Society through the open and honest communication of research and exchange of ideas; to promote equality of opportunity and treatment for all members in a respectful and professional manner; to assure appropriate accessibility of accurate and reliable information to colleagues, policy makers, and the public; and to encourage the effective professional development of researchers in sleep and circadian science.

The SRS is dedicated to providing a safe, hospitable, and productive environment for everyone participating in SRS activities regardless of gender, race, ethnic or national origin, religion, age, marital status, pregnancy or parental status, sexual orientation, gender expression, disability status, physical appearance, socioeconomic level, or other protected status. The SRS acknowledges that effective communication requires that we treat each other with respect and courtesy in face-to-face, video, written and electronic interactions and that we respect the intellectual property of our colleagues.

Policy Statement

It is the policy of the SRS to require professional conduct and to sanction Prohibited Conduct, as defined below, by all Society Members, defined below. Society Members engaging in these behaviors are in violation of the Policy, whether the conduct is intentional or unintentional, or implicit or explicit.

Applicability

This Policy applies to all directors, officers, members, employees, volunteers, consultants, and contractors (collectively referred to as “Society Members”). The Policy is applicable to all activities carried out under the SRS's name, including but not limited to events, conferences, seminars, research activities, outreach programs, and any other activities wherein the SRS has a reputational, sponsorship, financial, or other material interest (collectively “Society Activities”).

It is each Society Member's responsibility to read, understand, and adhere to the standards set out in this Policy and to conduct their activities for or on behalf of the SRS in a manner that upholds and promotes the highest standards of professional conduct and integrity. The SRS reserves the right to take appropriate actions, up to and including termination of the relationship and legal action, in case of breach of this Policy.

This Policy will be presented and made available before and during all Society Activities.

This Policy is subject to periodic review and may be amended at any time with approval from the SRS Board of Directors. Society Members will be notified of any changes and are expected to comply with the Policy as amended.

Prohibited Conduct

“Prohibited Conduct” means any of the following types of behaviors, actions, or conduct:

1. **Discrimination:** “Discrimination” means treatment of an individual or group that results in unfair, unequal, or differential professional opportunities or benefits based on that individual or group’s gender, race, ethnic or national origin, religion, age, marital status, pregnancy or parental status, sexual orientation, gender expression, disability status, physical appearance, socioeconomic level, or other protected status.
2. **Harassment:** “Harassment” means any conduct that involves unwelcome or unwanted, or persistently offensive, denigrating, or hostile behavior that is directed toward a person or group based on gender, race, ethnic or national origin, religion, age, marital status, pregnancy or parental status, sexual orientation, gender expression, disability status, physical appearance, socioeconomic level, or other protected status. Harassment can be manifested by, but not limited to, verbal or written abuse such as slurs, epithets, denigrating jokes, abusive direct messaging online, or negative stereotyping; and by non-verbal behavior such as obscene gestures or the display of denigrating or insulting written or graphic materials.
3. **Sexual Harassment:** “Sexual Harassment” means a particular type of harassment that includes unwelcome conduct such as sexual advances, requests for sexual favors or dates, remarks about an individual’s appearance, discussions, remarks or jokes of a sexual nature, and/or other verbal or physical harassment of a sexual nature. Sexual Harassment can also include non-verbal behavior such as unwanted physical contact or violations of personal space that are of a sexual nature. Behavior involving “quid pro quo” offers of professional opportunities or the creation of a

hostile professional environment are two of the many examples of Sexual Harassment.

4. **Bullying:** “Bullying” means unwelcome or unreasonable verbal or non-verbal behavior by an individual or group that demeans, intimidates, humiliates, abuses, or sabotages the work of people and causes physical or emotional harm in a professional environment. Bullying behavior is most often aggressive, persistent, and part of a pattern, but it can also occur as a single egregious incident. Bullying often involves abuse of professional or supervisory authority or position. Exercising appropriate authority, directing the work of others pursuant to their job responsibilities, an honest error, and respectful scientific debate over differences of opinion are not considered Bullying.
5. **Disruptive Behavior:** “Disruptive Behavior” means inappropriate behavior, such as, but not necessarily limited to, shouting, interrupting, and using profanity that interferes with the functioning and flow of the Society Activity. Disruptive Behavior hinders or prevents faculty and staff members from carrying out their professional responsibilities or prevents attendees from obtaining the Society Activity’s objective.

During Society Activities, the SRS has the right to take any action deemed necessary and appropriate, including immediate removal from the Society Activity without warning or refund, in response to any incident of Prohibited Conduct.

Society Members’ research of subjects, theories, or scientific conclusions that other persons may deem offensive is not inherently a violation of this Policy. In the pursuit of science, individuals have the freedom to disagree with or dispute wider community-held positions.

The SRS expects Society Members to fully comply with the guidelines set forth in this Policy. Society Members’ continued participation in SRS programs is contingent on compliance with this Policy.

Handling Alleged Breaches of the Policy

Upon receiving notice of a complaint about an alleged breach of this Policy (“Complaint”), the SRS President will appoint a Chair and other members of an SRS Professional Conduct Task Force whose responsibility will be to investigate the complaint of a breach of this Policy. The number and background of appointees will be dependent upon the complaint. The Professional Conduct Task Force must comprise at least three (3)

appointees including the Chair. Final decisions on responses to Complaints will be made by the SRS Board of Directors.

The following sections provide details on the process and procedures for handling Complaints about breaches of the Policy.

SRS Professional Conduct Task Force

The SRS Professional Conduct Task Force, in consultation with the SRS President and the SRS Executive Director, shall have authority to receive and determine the handling of any Complaint of a Policy violation by an alleged offender (“Respondent”) filed by a Society Member or other participant in Society Activities (the “Complainant”).

If a Respondent resigns their membership from the SRS subsequent to the filing of a Complaint against them, the Professional Conduct Task Force shall continue to have authority to investigate and resolve the Complaint as if the Respondent was still a member or other individual covered by the SRS Policy.

Submitting a Complaint

Any Society Member or other participant in Society Activities who experiences or witnesses a Society Member or other participant in Society Activities engaging in Prohibited Conduct may submit a complaint using the SRS online complaint form found [here](#) [insert link to online form]. At the time the complaint is submitted, it is only available to the SRS Executive Director (or designee). In the case a violation is reported verbally to any officer of the Society, the person making the report should be directed to file a written complaint using the SRS online complaint form.

The SRS encourages individuals to submit Complaints as near in time as possible to the occurrence of the underlying conduct violation to facilitate an investigation. The SRS will not process Complaints that are not submitted through the online complaint form.

- The online complaint form includes:
 - Name, email, phone number, and mailing address of the Complainant. This information will not be mandatory to allow for anonymous complaints.
 - Name and (where known) professional address of the Respondent.
 - As much detailed information as is available of the Policy violation, including the date, approximate time, location/setting/activity, alleged Prohibited Conduct and all known relevant facts and circumstances.
 - A statement that other legal or institutional proceedings involving the alleged Prohibited Conduct have not been initiated or, if initiated, the status of such

- proceedings.
- Any relevant supporting documents available to the Complainant (e.g., emails, notes, publications, posts, etc.).
- Names of any witnesses or others with pertinent information, and contact information, if known.
- The Society Members involved in processing or investigating the Complaint shall keep the information in the completed online complaint form and the identities of the Complainant and Respondent confidential during the investigation pursuant to the Confidentiality provision below.
- Individuals who make allegations of a Policy breach in bad faith will be subject to the same types of disciplinary action to which violators of this Policy are subject.

Confidentiality

The details of a filed Complaint and all proceedings will be kept confidential by all Society Members involved in the processing or investigation of a Complaint prior to a final determination of the matter. The SRS Professional Conduct Task Force may reveal information only to the extent that it must in order to complete a thorough investigation. Details of determinations of violations of this Policy shall be kept confidential. The SRS may disclose such information when compelled by a valid subpoena or by a court order. Individuals who fail to maintain confidentiality may be subject to the sanctions described in this Policy.

Initiation of legal action against the SRS or Society Members shall constitute a waiver of confidentiality by the person initiating such action.

Preliminary Evaluation of a Complaint

Once a written Complaint is received, the SRS President and the SRS Executive Director, or their respective designee, will evaluate the Complaint for investigation using the process described below.

Considerations for Evaluating a Complaint for Investigation:

A Complaint will be evaluated and proceed to the investigation stage if the following conditions are met:

- The SRS is the entity with primary jurisdiction over the matters raised in the Complaint and is the primary entity where investigative and/or corrective measures are best taken;
- The Complaint pertains to a violation(s) of the Policy;

- The Complaint is attributed to an individual or group of individuals; and
- The Complaint lists at least one witness to the incident if the Complaint is anonymous.

A Complaint will **not** be evaluated and proceed to the investigation stage if:

- The Complaint is currently under investigation by the Society, or it has been investigated previously.
- There are other factors that would not merit investigation of the Complaint.

Notice of Complaint

The SRS President or designee will notify the Complainant when their Complaint has been evaluated, will provide an outline of the investigation procedures to the Complainant and will inform the Complainant whether or not the Complaint will be investigated. If after evaluation, a determination has been made that the Complaint will not be investigated, the Complainant may submit a written appeal of a decision declining an investigation to the SRS Executive Committee within thirty (30) calendar days of notification that an investigation will not occur.

After review of the appeal, the President or designee will notify the Respondent of the decision regarding the appeal of the Complaint. An outline of the investigation procedures will be provided to the Respondent if the appeal is successful.

The President will appoint a Professional Conduct Task Force to oversee investigation of the Complaint. The President or designee may take interim steps after evaluating a Complaint to require a Respondent to leave the meeting/event before an investigation has begun or during an open investigation to avoid disruption of, or to ensure the safety of, other participants at the meeting/event.

Investigation and Report

The investigation of a Complaint will be conducted as determined by the Professional Conduct Task Force, in their sole and exclusive discretion. The investigation will generally involve interviews with the Complainant, the Respondent, and relevant witnesses, and the review of relevant documents and of other materials and communications provided by the Complainant and witnesses. The Respondent will receive sufficient information about the Complaint and its allegations, as determined by the Professional Conduct Task Force, to allow an adequate opportunity to respond to the Complaint and to present their own evidence to the Professional Conduct Task Force. All

interviews must be attended by at least two members of the Professional Conduct Task Force.

The Chair of the Professional Conduct Task Force shall establish a proposed timeline for completion of the investigation and submission of an investigation report. Where possible, the investigation will be completed and the Chair of the Professional Conduct Task Force will summarize the Professional Conduct Task Force investigation and submit a confidential investigation report to the Professional Conduct Task Force for their review and final approval within sixty (60) calendar days of their assignment to investigate the Complaint.

The confidential investigation report will generally include the following content:

- A summary report of the investigation process and the Task Force's findings, including: the alleged violations of the Policy; whether the investigation finds that the Respondent violated any provision of the Policy; the basis for such findings; any recommendations for resolution; and any recommendations for disciplinary action.
- The written Complaint and any written response of the Respondent.
- Notes summarizing the interviews conducted by the Task Force.
- Written documentation provided by the parties and any witnesses.
- Written documentation independently gathered by the Task Force.
- If the Complaint has been resolved by informal resolution or mediation between the parties during the investigation, a summary of that resolution will be included in the summary report.

The Professional Conduct Task Force will review the investigation report and determine whether to accept, modify, or reject, in whole or in part, the findings. The Professional Conduct Task Force will develop recommendations for disciplinary action, if any. Based on such review, the Professional Conduct Task Force shall finalize the confidential investigation report and submit it to the SRS Board of Directors within thirty (30) calendar days of receiving the investigation report from the Chair. The Board of Directors, in consultation with the Professional Conduct Task Force Chair as necessary, will accept, modify, or reject the Professional Conduct Task Force's recommendation. The SRS President or designee will notify the Complainant and the Respondent of the findings, determination, and any sanctions by written report. The Complainant and the Respondent may submit a response in writing within thirty (30) calendar days. After the end of the 30-day period, the President or designee shall instruct the Executive Director to take the appropriate actions if a sanction is imposed, except that such notice will be postponed if an appeal is filed.

Resolutions

A resolution of a Complaint without sanctions may be appropriate based on consideration of such factors as: (1) no laws were broken; (2) a misunderstanding occurred and was corrected; (3) lessons were learned by those in need of education; (4) there was an authentic commitment to avoid a repetition of the cause of the Complaint; (5) such a resolution is consistent with the values of the Society and goals of this Policy, which is to deter unprofessional behavior; and (6) considering the above and the nature of the Complaint, a sense of safety and inclusion was successfully restored without the need for further action. In such cases, the final outcome will be reported to the SRS Board of Directors and the Complaint will be considered resolved without sanctions.

When the finding of a Policy violation cannot be resolved without sanctions, the recommended disciplinary action will be given to the Respondent in writing. An explanation of the parties' rights to appeal the Professional Conduct Task Force's determination to the SRS Board of Directors will also be provided.

One or more of the following forms of disciplinary action are available for violations of the Policy. The range of available disciplinary actions is intended to be as broad and flexible as possible so as to be appropriate to remedy and redress any violation that has occurred.

1. **Private Reprimand.** In cases where there has been a policy violation, but the violation did not cause serious personal and/or professional harm, an educative letter concerning the violation, including any stipulated conditions of redress, will be sent to the Respondent. Failure to comply with stipulated conditions of redress in a reprimand may result in the imposition of a more severe sanction.
2. **Denial of Privileges.** In appropriate cases, findings may suggest that the Respondent should be denied one or more of the privileges of SRS membership and/or the opportunity to participate in Society Activities, including but not limited to appointment to the editorial boards of any SRS publications, election or appointment to any SRS offices and committees, receipt of any SRS awards, publishing in or serving as an editor of one or more SRS-sponsored journals, presenting a paper or otherwise participating at one or more meetings sponsored by the SRS, or receiving research or scholarship assistance from any program sponsored by the SRS.
3. **Termination of Membership.** In cases where there has been a policy violation and the violation has caused serious personal and/or professional harm, the SRS membership of the Respondent may be terminated for a period to be determined with respect to the findings of the investigation and recommendations. Termination of membership must be voted on by the SRS Board of Directors in accordance with the SRS Bylaws. Eligibility

to renew membership at the expiration of this period may be automatic or may be conditioned on a future review by the Board to determine that eligibility is appropriate.

Appeal of Determination

A Respondent who is found to have violated this Policy and who receives a sanction may appeal this determination by filing a written notice of appeal and statement of reasons for appeal with the SRS Executive Director no later than thirty (30) calendar days after receipt of the notice of determination.

An appeal may only be filed under the following conditions:

1. Newly surfaced, consequential facts that were not previously available when the decision was made become known or available.
2. Consequences are grossly disproportionate (in leniency or stringency) to the violation found, considering how similar situations were handled, if any, under current Society policies (i.e., not under prior policies).
3. Lack of facts to support the decision.
4. A newly surfaced or previously unknown conflict of interest emerges for a decision-maker.

The Executive Director will immediately notify the SRS Executive Committee of the appeal. The appeal must specify in what respect the determination was wrong and why, in accordance with the conditions set forth above. In the absence of a timely appeal, the decision will stand as the final decision of SRS and neither the Complainant nor the Respondent will have any further right of appeal to the Board of Directors.

An appeal hearing will be informal and held on an online meeting platform. Disciplinary action will not take effect while the appeal is pending. At the hearing, the person who submitted the appeal shall be entitled to make a written statement or to present new evidence and/or to call witnesses not previously interviewed. The names and addresses of all new witnesses who will appear at the hearing shall be provided to the SRS Executive Committee at least fifteen (15) calendar days before the hearing.

At the SRS Executive Committee's sole and exclusive discretion, it may request the presence of the Complainant, or other witnesses at the hearing, and/or engage its own legal counsel to advise the Committee at the hearing.

The SRS Executive Committee may decide, at its discretion, to create a transcript and make this available to the person(s) appealing the determination, and other parties involved. The Respondent may request a transcript, at their own expense, in the event the SRS Executive Committee does not choose to create a transcript.

The SRS Executive Committee will summarize and report the information presented during the hearing to the SRS Board of Directors. If the evidence presented at the hearing warrants, the SRS Board of Directors may affirm or modify the findings regarding a Policy violation or increase or decrease the severity of the disciplinary action.

Retaliation and Bad Faith Reporting

The Society will not tolerate any form of retaliation against individuals who in good faith file a Complaint or assist in an investigation of reported misconduct or violations covered by this Policy. Retaliation is defined as: punishing or otherwise engaging in differential adverse treatment of someone in response to that person raising a concern about a violation or possible violation of the Policy. Retaliation includes, but is not limited to, any activity that would discourage someone from resisting or reporting misconduct in the future, such as: transfer to a less desirable position or assignment; verbal or physical abuse; increased scrutiny; spreading false statements; or making the person's work more difficult.

Similarly, bad faith accusations in which there has been intentionally false, frivolous, and/or malicious reporting of violations will not be tolerated.

Retaliation and bad faith reporting violate this Policy and will be subject to investigation and the same types of disciplinary action as other forms of misconduct.



2.10 Policy for the Use of Animals in Sleep and Circadian Research

Introduction

The Sleep Research Society (SRS) is a professional society for basic and clinical researchers interested in the mechanisms of sleep, circadian rhythms and their 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 circadian rhythms, 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. The SRS takes the position that biomedical scientists have an obligation to contribute to this progress through responsible and humane research on animals.

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

The purpose of this document is to outline policies that guide that relationship. Compliance with these policies will be an important factor in determining the suitability of research for awards, for presentation at the Annual Meeting, or for publication in *SLEEP* or *SLEEP Advances*, or for SRS intervention in situations where a SRS member's use of animals in research has been questioned.

The responsibility for implementing policy in each of these areas rests with the relevant administrative body in consultation with the Board of Directors of the SRS.

Policy on the Use of Animals in Sleep Research

Sleep and circadian 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 the SRS 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. The SRS finds the policies and procedures set forth in the PHS policy and the Guide to be useful and informative for the establishment and maintenance of a high standard of animal care and use. Where unique aspects of sleep and circadian research protocols and procedures deviate from the Guide, SRS members are expected to inform and request approval from their local Administrative Panel of Laboratory Animal Care (APLAC). SRS members are expected to conduct their animal research in compliance with PHS policy, the Guide, and local APLAC approvals. In addition, SRS members are expected to comply with policies governing animal research in the national and regional locations where their work is located. Adherence to this SRS policy is an important step toward receiving help from the SRS in responding to questions about a member's use of animals in research.



2.11 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.



2.12 SRS Industry Partner Interaction Policy

I. Preamble

The Sleep Research Society (SRS) is an organization for scientific investigators who educate and conduct research on sleep and circadian science. The SRS serves its members and the field of sleep and circadian research through training and education, and by providing forums for collaboration and the exchange of ideas. The SRS facilitates its goals through scientific journals, meetings, workshops, conferences, early career investigator development, and outreach efforts designed to educate policy makers and inform the public on issues regarding sleep and circadian rhythms.

Ethical relationships between members and industry partners are critical to the SRS mission to advance sleep and circadian science. An important part of achieving this mission is ensuring that scientists are equipped to produce and share the results of the highest quality research. Collaborating with organizational partners allows SRS members access to emerging educational and research tools and technologies that may have a profound impact on their research.

Organizational partners are defined as those that make an annual financial commitment to the SRS of \$5,000 or more.

Collaboration with organizational partners enables the SRS to:

- Advance the SRS's goals and objectives, thereby increasing value to SRS members and the scientific community
- Diversify the SRS's funding sources
- Gain a deeper understanding of the strategic interests of our partners
- Provide scientific and educational information that benefits all parties
- Share scientific knowledge with our partners and provide feedback and advice about technologies, products, or services through consultation with scientific experts

The SRS believes that fostering interaction within the scientific community is central to advancing our mission, vision, and goals. To that end, the SRS is committed to following the highest ethical principles and to comply with established industry standards. The SRS has created this policy to serve as a guide to ensure that our



interactions with scientific organizational partners are professional exchanges designed to benefit the SRS, its members, the greater scientific community, and the public.

II. Guiding Principles

The SRS established the following overarching principles to guide the Society with its relationships and interactions with industry partners and sponsors.

1. The SRS will determine the need for a program and verify that the program aligns to their mission before seeking to raise funds or sponsors to implement a program.
2. The SRS will not accept funds where sponsor influence or restrictions would unduly impact the program's outcome or change the program's alignment with the mission.
3. The SRS will make a reasonable effort to seek multiple sponsors for programs or items.
4. The SRS will not endorse any company or product.

III. Organizational Partnerships

The SRS understands the importance of partnering with for-profit entities and other organizations to help increase the likelihood of achieving its mission, and to amplify the reach and impact of its scientific work.

The SRS's organization partnership program helps develop relationships with organizations that align with the SRS's values of unselfish cooperation in research and the highest standards of scientific integrity, that do not harm the SRS's brand and reputation, and that share a vested interest in and commitment to advancing and communicating sleep and circadian science. The public statement(s) of our organizational partners shall not directly oppose those of the SRS. The SRS will not accept funding from organizational partners that promote and/or disseminate scientific misinformation, or that fund organizations or other partners that publicly promote scientific misinformation.

The SRS derives direct benefit from organizational partnerships from knowledge sharing and support for innovations in sleep and circadian sciences. Organizational partners benefit from collaboration with SRS scientific thought leaders with the overall goal of advancing science for the betterment of mankind.



There are several vehicles through which the SRS partners with organizations, including:

A. Member Research

Member collaboration and research provides significant value to both SRS members and organizational partners by better defining the current and future needs of our members. The two most common mechanisms for providing member research are member surveys and member roundtables, and are defined as follows:

- Member Surveys
 - Member surveys allow organizational partners with a vested interest in the SRS and its members the opportunity to collect real-time data from members by conducting short 5-10 question surveys. Typically, these surveys are sent to a sub-set of the SRS membership. Surveys allow members to share their insights while the organizational partner gathers the information they are seeking for market intelligence.
 - The SRS utilizes an opt-in system for member surveys that contain content from an organizational partner. Only members that choose to participate will receive select surveys.
 - All member survey content must be approved by the SRS and all surveys are sent by the SRS.
 - The scope of surveys varies based on the partner's desired audience; however, survey results are strictly for internal use only by the partners. Partners receive no commercial benefit, nor are they permitted to use the survey results to make a claim, promote their products or services, nor otherwise imply SRS endorsement of specific products or services based on the outcomes of surveys.
 - The SRS maintains ultimate control of the survey data and shares only aggregate findings with organizational partners. Individual member data and information are not provided to organizational partners. Recipients of the survey will be told that the survey was developed in partnership with the sponsor and that only aggregate information will be shared.
- Member Roundtables



- Member roundtable discussions allow organizational partners with an interest in the SRS and the affiliated sciences to gain relevant insights on important topics to the field of sleep and circadian science. Roundtable discussions typically last between 60-90 minutes and SRS organizational partners may participate and/or facilitate these discussions. Roundtable discussions are non-commercial in nature and simply allow all participants an opportunity to share their unique perspectives on certain topics.
- The SRS utilizes an opt-in system for member roundtables. Only members that opt-in to participate will receive select roundtable invitations, which also disclose the organizational partner.
- Roundtables are typically limited to 10-20 individuals.

The participation of organizational partners in SRS member surveys and roundtables is at the SRS's sole discretion.

B. Direct Partnership Benefits

- Organizational partners will receive tangible benefits based on their level of support. A tiered partnership benefits program approved by the Society will be offered to all qualifying partners.

C. Recognition

- All organizational partners are showcased through a comprehensive recognition program that may include recognition in SRS print publications and digital publications, and at selected SRS events. The SRS's recognition program does not imply endorsement of any product, service, or organization, but rather recognizes those that have made financial investments in the SRS and have demonstrated a commitment to the success of SRS members.

IV. Sponsorship

The SRS pursues traditional sponsorship for meetings as a means of generating non-dues and non-registration revenue to help support the costs of the meetings. The SRS offers meeting and other sponsorship opportunities when the sponsorship does not interfere with the mission of the SRS or the objectives of the meeting. The SRS will appoint its own planning committee to determine objectives, content, faculty, and format in a manner that is consistent with its mission.



Sponsorship at a meeting or event does not constitute an endorsement of or by the SRS.

V. Webinars

The SRS recognizes that there are instances where information from a for-profit or non-profit entity may be of interest and value to its members. In those instances (for example, update on new product release and how it allows for enhanced and improved research to be consistent with new scientific trends, information about scientific advances through corporate research, etc.), the SRS offers the opportunity for a company sponsored webinar.

All webinar content must be approved by the SRS. The SRS reserves the right to decline any submitted webinar or to discontinue publication of any webinar previously accepted.

The SRS will require company informational/educational programs to be clearly distinguished. To ensure a clear differentiation between society-produced content and company sponsored webinars, all webinars must be clearly identified as company sponsored on the first slide of the webinar and the sponsor will be identified [on the link to the webinar, or wherever members will get the content].

VI. Research Awards

The SRS assists early career researchers by providing career-development awards and small research grants. The SRS utilizes donated funds in order to make these research awards. The SRS will retain control over research award programs and will implement safeguards designed to ensure that awards are non-promotional and free from commercial influence or bias. An independent committee will peer review all applications for research awards and the SRS Board of Directors will make the final determination of award winners. Sponsors will not be permitted to select or influence the selection of award recipients, they will have no rights to any intellectual property arising from research award support, and they will not be permitted to control or influence manuscripts arising from research award support.

VII. Criteria for Declining Organizational Partner Support

The SRS welcomes the participation of organizational partners and sponsors in support of its mission to advance sleep and circadian science. The SRS may decline



opportunities for support at its sole discretion. Reasons to decline support may include, but are not limited, to the following:

- The availability of opportunities due to scheduling or inventory limitations.
- Copy, content, or presentation does not meet SRS guidelines.
- The prospective partner/sponsor and/or the campaign proposed is not in alignment with the mission and vision of the SRS, or the public positions of the SRS.



2.13 SRS Website Policy

Content

All scientific and educational information must be approved by the SRS 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 and circadian research. Sites for commercial vendors and other E-commerce sites are not eligible for linkage. The SRS may include links to websites of Industry partners. Candidate sites must be submitted to the SRS Communications Committee for evaluation. Any SRS 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.

Disclosure

The website will disclose the SRS Mission Statement, the names and titles of key staff, the 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 SRS Board approved communication released for public dissemination.

Administrative

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



2.14 SLEEP RESEARCH SOCIETY ONLINE PRIVACY POLICY

Effective June 16, 2021

Sleep Research Society ("SRS" in this Privacy Policy) respects your privacy as a visitor to its website and has developed the following privacy policy to inform you about how SRS handles your personal information after receiving it. This Privacy Policy governs SRS use of your information on the SRS website:

<https://www.sleepresearchsociety.org/>.

Please read this Online Privacy Policy carefully to understand our policies and practices regarding your information and how we will treat it. If you do not agree with our policies and practices, your choice is not to use our Website. By accessing or using this Website, you agree to this Policy. This Policy may change from time to time. Your continued use of this Website after we make changes is deemed to be acceptance of those changes, so please check the Policy periodically for updates.

1 CHILDREN UNDER THE AGE OF 13

Our Website is not intended for children under 13 years of age. No one under age 13 may provide any personal information to or on the Website. We do not knowingly collect personal information from children under 13. If you are under 13, do not use or provide any information on this Website or through any of its features, register on the Website, make any purchases through the Website, use any of the interactive or public comment features of this Website, or provide any information about yourself to us, including your name, address, telephone number, email address, or any screen name or username you may use. If we learn we have collected or received personal information from a child under 13 without verification of parental consent, we will delete that information. If you believe we might have any information from or about a child under 13, please contact us at using the information set forth below in Section 15.

California residents under 16 years of age may have additional rights regarding the collection and sale of their personal information. Please see Your California Privacy Rights for more information.

2 CONTROLLER

SRS is the controller and responsible for your personal information (“SRS,” “we,” “us” or “our” in this privacy policy).

We have appointed a data protection officer (DPO) who is responsible for overseeing questions in relation to this privacy policy. If you have any questions about this privacy policy, including any requests to exercise your legal rights, please contact the DPO using the information set forth in Section 15 below.

You have the right to make a complaint at any time to EU supervisory authorities for data protection issues (https://edps.europa.eu/data-protection/our-role-supervisor/complaints_en). We would, however, appreciate the chance to deal with your concerns before you approach such authorities so please contact us in the first instance.

3 TYPES OF INFORMATION COLLECTED AND STORED

3.1 Personal Information Summary.

When you engage in activities such as sign up to become a member of SRS, receive a SRS publication, make donations to SRS, shop on our website, sign up for SRS-sponsored events, or otherwise use the SRS website, SRS may gather your personally identifiable information (“Personal Information”).

Your Personal Information may generally include, but is not limited to, your name, address, phone number, email address, birthdate, electronic signature, personal identification numbers, IP addresses, mobile device identifiers, geo-location, or any other personally identifying data collected from you by SRS or its authorized agents.

By using the SRS website, you agree to allow SRS and its agents to gather, store, and share your Personal Information subject to the limits of this Online Privacy Policy.

3.2 Specific types of data we collect about you.

We may collect, use, store and transfer different kinds of personal data about you which we have grouped together as follows:



3.2.1 Identity Data

Identity Data includes first name, maiden name, last name, username or similar identifier, marital status, title, date of birth and gender.

3.2.2 Contact Data

Contact Data includes billing address, delivery address, email address and telephone numbers.

3.2.3 Financial Data

When you use the SRS website to shop or to make donations to SRS, SRS utilizes third-party payment processors as its agents (“Payment Agents”) to process your payment and provide payment verification to SRS concerning your payment. SRS and its Payment Agents utilize systems whereby we substitute a proxy set of identifying information for your real financial information. Our Payment Agents, which do handle your credit cards and other payment information, are PCI Data Security Standard (“PCI DSS”) compliant. SRS does not collect or store your credit card numbers or other similar financially-related Personal Information and it isn’t exposed more than necessary. For more information about PCI DSS please visit https://www.pcisecuritystandards.org/about_us/.

3.2.4 Transaction Data

Transaction Data includes details about payments to and from you and other details of SRS products and services you have purchased from us.

3.2.5 Technical Data

Technical Data includes internet protocol (IP) address, browser type and version, time zone setting and location, browser plug-in types and versions, operating system and platform, and other technology on the devices you use to access this website.

3.2.6 Profile Data

Profile Data includes your SRS donations, SRS purchases or orders made by you, your interests, preferences, feedback and survey responses where applicable.



3.2.7 Usage Data

Usage Data includes information about how you use the SRS website, products and services.

3.2.8 Marketing and Communications Data

Marketing and Communications Data includes your preferences in receiving marketing from us and our third parties and your communication preferences.

3.2.9 Aggregated Data / Analytics Information

Aggregated Data / Analytics Information. We also collect, use and share Aggregated Data. In an effort to improve visitors' experiences on the SRS website, SRS gathers this Aggregated Data related to individuals' website visits. This information is used solely to measure and improve our website and services and to better serve our members and customers. SRS uses aggregate statistical data to compile reports. If we combine or connect Aggregated Data with your personal data so that it can directly or indirectly identify you, we treat the combined data as Contact Data, Technical Data, and/or Marketing and Communications Data which will be used in accordance with this privacy policy. This analytics information so gathered is likely to include the following:

- a. Device and network specific information, such as your unique device identifier, operating system and version, the browser you use, your Internet service provider (ISP), and your IP address.
- b. Non-personal information, such as language, zip code, area code, location, and the time zone.
- c. SRS website visit information, such as the domain from which you came to our website or referring links, and details of how you use our website, including but not limited to what webpages you visit on the SRS website, as well as downloads, purchases, and orders during the duration of your visit. At times we will track user behavior over time during interactions with the site in order to pursue legitimate business interests, including, but not limited to, troubleshooting technical user issues with site services.

3.3 Sensitive Information.

We do not collect any Special Categories of Personal Data about you (this includes details about your race or ethnicity, religious or philosophical beliefs,



sex life, sexual orientation, political opinions, trade union membership, information about your health, and genetic and biometric data). Nor do we collect any information about criminal convictions and offenses.

3.4 Cookies and Browser “Do Not Track” Notice

- a. SRS may use cookies on your computer. A cookie is a small piece of data sent from a website and stored in a user's web browser while the user is browsing that website. Every time the user loads the website, the browser sends the cookie back to the server to notify the website of the user's previous activity. Third parties that advertise on the SRS website do not have access to SRS cookies, but they may use their own cookies on your computer. Advertisers' use of their cookies and device identifiers is subject to the advertisers' own privacy policies. SRS does not correlate its use of cookies with your Personal Information.
- b. Certain features of our Website may use local stored objects (or Flash cookies) to collect and store information about your preferences and navigation to, from, and on our Website. Flash cookies are not managed by the same browser settings as are used for browser cookies. For information about managing your privacy and security settings for Flash cookies, see Choices About How We Use and Disclose Your Information
- c. SRS does not respond to browser Do Not Track (“DNT”) Signals. SRS websites may utilize page tags or web beacons to track information related to user visits as a part of SRS data analytics processes and user experience customization as described below. Page tags are small pieces of Javascript embedded in webpages that collect data to help track web traffic on our website. Web beacons are very small, effectively invisible, graphic images we use to count and recognize users on our website. Such technologies enable us to improve and customize user experiences while users visit our website. SRS does not correlate its tracking activities through the use of page tags or web beacons with your Personal Information.
- d. SRS may employ third party data analytics firms to track and analyze traffic on the SRS website, to analyze visitor trends, to determine advertising effectiveness, browser types and usage trends, and to present targeted ads based on anonymous information collected through



tracking. SRS' third-party analytics firms, as described in this section, do not receive your Personal Information.

- e. Third parties that may advertise on SRS websites may have content embedded that sets cookies on a visitor's browser and/or tracks visitor information that a web browser visited a specific SRS website. Such information may contain a visitor's IP address. Third parties may not collect identifying Personal Information from the SRS website unless you provide it to such third parties.
- f. You can set your browser to refuse all or some browser cookies, or to alert you when websites set or access cookies. If you disable or refuse cookies, please note that some parts of this website may become inaccessible or not function properly.

3.5 Keeping Information Updated

It is important that the personal information we hold about you is accurate and current. Please keep us informed if your personal information changes during your relationship with us.

4 SECURITY OF PERSONAL INFORMATION

SRS takes the security of your Personal Information very seriously. When your Personal Information is stored by SRS, we use reasonable and appropriate measures to protect it from loss, misuse and unauthorized access, disclosure, alteration and destruction. Unfortunately, data transmission over public networks cannot be guaranteed to be one hundred percent secure. While SRS will use all reasonable means to protect your Personal Information, SRS cannot guarantee the security of your transmissions of such Personal Information, and you use the SRS website at your own risk. If you suspect your Personal Information has been compromised, please notify SRS Customer Service using the contact information provided below.

5 HOW WE COLLECT YOUR PERSONAL INFORMATION.

We use different methods to collect data from and about you including through the following methods.



5.1 Direct interactions.

You may give us your Identity, Contact and Financial Data by filling in forms or by corresponding with us by post, phone, email or otherwise. This includes personal data you provide when you:

- 1.1.2. apply for our products or services;
- 1.1.3. create an account on our website;
- 1.1.4. subscribe to our service or publications;
- 1.1.5. request marketing to be sent to you;
- 1.1.6. enter a competition, promotion or survey; or
- 1.1.7. give us feedback or contact us.

5.2 Automated technologies or interactions.

As you interact with our website, we will automatically collect Technical Data about your equipment, browsing actions and patterns. We collect this personal data by using cookies, server logs and other similar technologies. We may also receive Technical Data about you if you visit other websites employing our cookies.

5.3 Technical Data from the following parties:

- a. Analytics providers such as Google based outside the EU;
- b. Advertising networks based inside OR outside the EU; and
- c. Search information providers based inside OR outside the EU.



- 5.4 Contact, Financial and Transaction Data from providers of technical, payment and delivery services based inside OR outside the EU.
- 5.5 Identity and Contact Data from data brokers or aggregators based inside OR outside the EU.
- 5.6 Identity and Contact Data from publicly available sources.

6 HOW SRS USES AND SHARES YOUR INFORMATION

6.1 General Information and Your Rights.

SRS limits its use of your Personal Information to the stated purposes for which such information is collected. In some cases, SRS may be required to disclose your Personal Information in response to lawful requests by public authorities, including to meet national security or law enforcement requirements. You have the right to the following regarding your Personal Information transferred to SRS:

- a. To know the types of Personal Information SRS collects;
- b. To know the purposes for which it collects and uses your Personal Information;
- c. To know type or identity of third parties to which SRS discloses your Personal Information, and the purposes for which it does so;
- d. To access and update your Personal Information; and
- e. To know the choices and means SRS offers you for limiting the use and disclosure of your Personal Information.

6.2 Other SRS Services.

SRS may use your Personal Information to provide services to you upon your request. Such services may include sending you newsletters and publications, responding to your questions and comments, communicating with you concerning your purchases on the SRS website, emailing you updates concerning SRS products and services, and personalizing your visits to SRS website.

You may opt-out of the use of your Personal Information as described in this Section by contacting SRS Customer Service using the contact information provided below.



6.3 SRS Internal Data Sharing

SRS may also share your Personal Information with other SRS offices or SRS subsidiaries in the country in which you reside and in other countries.

6.4 Information Sharing with Third Parties

- a. This website may include links to third-party websites, plug-ins and applications. Clicking on those links or enabling those connections may allow third parties to collect or share data about you. We do not control these third-party websites and are not responsible for their privacy statements. When you leave our website, we encourage you to read the privacy policy of every website you visit.
- b. SRS may utilize third-party service providers that process your Personal Information solely on SRS' behalf ("Agents"). When SRS transfers your Personal Information to its Agents, your Personal Information will be used only for limited and specified purposes. SRS will take reasonable and appropriate steps to ensure that its Agents process your personal information in a manner consistent with the organization's obligations under the Principles. SRS remains responsible and liable if the Agents that SRS engages to process your Personal Information on SRS' behalf do so in a manner inconsistent with this Online Privacy Policy, unless SRS proves that it is not responsible for the event giving rise to the damage.
- c. SRS may share aggregated demographic information with our partners and advertisers. This is not linked to any Personal Information that can identify any individual person.
- d. SRS uses outside third parties to ship orders and financial service-oriented third parties to bill users for goods and services. All parties with which SRS shares your Personal Information are bound by confidentiality and data transfer agreements consistent with this Online Privacy Policy.
- e. SRS may partner with third parties to provide other specific services, including, but not limited to registration for SRS conferences and other SRS program and educational materials. When the user signs up for these services, we may share names, or other contact information that is necessary for the third party to provide these services. SRS may auto-populate forms utilized by these third parties with data contained in SRS managed cookies. These third parties are not allowed to use your



Personal Information except for the purpose of providing these services. All parties with which SRS shares your Personal Information are bound by confidentiality and data transfer agreements consistent with this Online Privacy Policy.

- f. SRS may share email information with third parties who provide a pay-per-use list rental service in order to allow third parties to provide mailed content to other SRS' members.

6.5 Other Possible Disclosures.

In addition to the other disclosures stated herein, SRS may share your information in the following ways:

- a. To comply with applicable laws, regulations, legal processes, or government enforced orders,
- b. To enforce applicable terms of service, protect our legal rights or defend against legal claims,
- c. To defend, prevent, take action, and otherwise address security or technical issues, as well as suspected or potential fraud,
- d. To guard against harm (whether actual or potential) to the legal rights, property or safety of SRS, our visitors or the general public as required or permitted by law.

7 INTERNATIONAL TRANSFERS

We share your personal data within SRS. This will involve transferring your data outside the European Economic Area (EEA).

Many of our external third parties are based outside the EEA so their processing of your personal data will involve a transfer of data outside the EEA.

8 SRS PURPOSES IN USING PERSONAL INFORMATION

We have set out below, in a table format, a summary of the ways we plan to use your personal information, and which of the legal bases we rely on to do so. We have also identified what our legitimate interests are where appropriate.

Note that we may process your personal information for more than one lawful ground depending on the specific purpose for which we are using your data. Please contact us if you need details about the specific legal ground we are

relying on to process your personal information where more than one ground has been set out in the table below.

Purpose/Activity	Type of data	Lawful basis for processing including basis of legitimate interest
To register you as a new customer or member.	(a) Identity (b) Contact	Performance of a contract with you
To register you for SRS events, conferences and programs.	(a) Identity (b) Contact (c) Profile (d) Marketing and Communications (e) Financial (f) Transactional	a) Performance of a contract with you (b) Necessary to comply with a legal obligation (c) Necessary for our legitimate interests (to keep our records updated and to study how customers use our products/services)
To process and deliver your order including: (a) Manage payments, fees and charges (b) Collect and recover money owed to us	(a) Identity (b) Contact (c) Financial (d) Transaction (e) Marketing and Communications	(a) Performance of a contract with you (b) Necessary for our legitimate interests (to recover debts due to us)
To manage our relationship with you which will include: (a) Notifying you about changes to our terms or privacy policy	(a) Identity (b) Contact (c) Profile (d) Marketing and Communications	(a) Performance of a contract with you (b) Necessary to comply with a legal obligation (c) Necessary for our legitimate interests (to keep

<p>(b) Asking you to leave a review or take a survey</p> <p>(c) Inviting you to contribute content, or respond to social media communications</p> <p>(c) Managing SRS member services.</p>	<p>(e) Financial</p> <p>(f) Transactional</p>	<p>our records updated and to study how customers use our products/services)</p>
<p>To administer and protect our business and this website (including troubleshooting, data analysis, testing, system maintenance, support, reporting and hosting of data)</p>	<p>(a) Identity</p> <p>(b) Contact</p> <p>(c) Technical</p>	<p>(a) Necessary for our legitimate interests (for running our business, provision of administration and IT services, network security, to prevent fraud and in the context of a business reorganisation or group restructuring exercise)</p> <p>(b) Necessary to comply with a legal obligation</p>
<p>To deliver relevant website content and advertisements to you and measure or understand the effectiveness of the advertising we serve to you</p>	<p>(a) Identity</p> <p>(b) Contact</p> <p>(c) Profile</p> <p>(d) Usage</p> <p>(e) Marketing and Communications</p> <p>(f) Technical</p>	<p>Necessary for our legitimate interests (to study how customers use our products/services, to develop them, to grow our business and to inform our marketing strategy)</p>
<p>To use data analytics to improve our website, products/services, marketing, customer relationships and experiences</p>	<p>(a) Technical</p> <p>(b) Usage</p>	<p>Necessary for our legitimate interests (to define types of customers for our products and services, to keep our website updated and relevant, to develop our</p>

		business and to inform our marketing strategy)
To make suggestions and recommendations to you about goods or services that may be of interest to you	(a) Identity (b) Contact (c) Technical (d) Usage (e) Profile (f) Marketing and Communications	Necessary for our legitimate interests (to develop our products/services and grow our business)

9 DATA RETENTION

1. We will only retain your personal data for as long as reasonably necessary to fulfil the purposes we collected it for, including for the purposes of satisfying any legal, regulatory, tax, accounting or reporting requirements. We may retain your personal data for a longer period in the event of a complaint or if we reasonably believe there is a prospect of litigation in respect to our relationship with you.
2. To determine the appropriate retention period for personal data, we consider the amount, nature and sensitivity of the personal data, the potential risk of harm from unauthorized use or disclosure of your personal data, the purposes for which we process your personal data and whether we can achieve those purposes through other means, and the applicable legal, regulatory, tax, accounting or other requirements.

10 SRS EMAIL USES

1. SRS never rents or sells email addresses to outside parties without your consent.
2. After you create an online account with SRS, you will receive information about SRS products, services, and educational offerings that relate to your areas of interest unless you choose to opt-out. If you have questions or concerns about SRS' Online Privacy Policy or wish to no longer receive such



offers (opt-out), please contact SRS Customer Service using the contact information provided below.

11 HOW TO ACCESS OR CHANGE YOUR PERSONAL INFORMATION

1. To review or make changes to the content of your Personal Information, or to request that we limit the use of your Personal Information, you may make changes and updates by logging into your user profile and making such changes. Alternatively, you may request such changes by contacting SRS Customer Service using the contact information provided below.
2. In your request, clearly state what information you would like to have changed or updated. SRS will try to comply with your request as soon possible.
3. The deletion of Personal Information and other changes to the data retained by SRS as described above may result in the deletion or limitation of other services SRS provides, including, but not limited to, maintaining and making accessible SRS certification records. SRS may retain certain Personal Information to pursue legitimate business interests, conduct audits, comply with (and demonstrate compliance with) legal obligations, resolve disputes, and enforce agreements.

12 YOUR LEGAL RIGHTS

You have the right to:

1. Request access to your personal data (commonly known as a "data subject access request"). This enables you to receive a copy of the personal data we hold about you and to check that we are lawfully processing it.
2. Request correction of the personal data that we hold about you. This enables you to have any incomplete or inaccurate data we hold about you corrected, though we may need to verify the accuracy of the new data you provide to us.
3. Request erasure of your personal data. This enables you to ask us to delete or remove personal data where there is no good reason for us continuing to process it. You also have the right to ask us to delete or remove your personal data where you have successfully exercised your right to object to processing (see below), where we may have processed your information unlawfully or where we are required to erase your personal data to comply with local law.

Note, however, that we may not always be able to comply with your request of erasure for specific legal reasons which will be notified to you, if applicable, at the time of your request.

4. Object to processing of your personal data where we are relying on a legitimate interest (or those of a third party) and there is something about your particular situation which makes you want to object to processing on this ground as you feel it impacts on your fundamental rights and freedoms. You also have the right to object where we are processing your personal data for direct marketing purposes. In some cases, we may demonstrate that we have compelling legitimate grounds to process your information which override your rights and freedoms.
5. Request restriction of processing of your personal data. This enables you to ask us to suspend the processing of your personal data in the following scenarios:
 - 5.1. If you want us to establish the data's accuracy.
 - 5.2. Where our use of the data is unlawful but you do not want us to erase it.
 - 5.3. Where you need us to hold the data even if we no longer require it as you need it to establish, exercise or defend legal claims.
 - 5.4. You have objected to our use of your data but we need to verify whether we have overriding legitimate grounds to use it.
6. Request the transfer of your personal data to you or to a third party. We will provide to you, or a third party you have chosen, your personal data in a structured, commonly used, machine-readable format. Note that this right only applies to automated information which you initially provided consent for us to use or where we used the information to perform a contract with you.
7. Withdraw consent at any time where we are relying on consent to process your personal data. However, this will not affect the lawfulness of any processing carried out before you withdraw your consent. If you withdraw your consent, we may not be able to provide certain products or services to you. We will advise you if this is the case at the time you withdraw your consent.
8. Nevada residents who wish to exercise their sale opt-out rights under Nevada Revised Statutes Chapter 603A may submit a request to the Contact listed



Sleep Research Society Online Privacy Policy

below. However, please know we do not currently sell data triggering that statute's opt-out requirements.

9. If you are a California resident, California law may provide you with additional rights regarding our use of your personal information. To learn more about your California privacy rights, visit <https://oag.ca.gov/privacy/ccpa>.

13 VERIFICATION

SRS will regularly self-assess its compliance with all applicable law regarding Personal Information that is received from the EU. SRS statement on verification and related self-assessment procedures is available to you upon request.

14 NOTICES OF CHANGES TO PRIVACY POLICY

In the event of any change to the SRS Online Privacy Policy, notice of such changes will be posted on the SRS website. Any changes to this Online Privacy Policy will become effective when we post the revised Online Privacy Policy on the SRS website. Your use of the SRS website following these changes means that you accept the revised Online Privacy Policy.

15 CONTACT SRS

For any questions, comments, or further information concerning the terms of this Online Privacy Policy, or to request changes to your Personal Information, subject to such limitations as provided herein, please contact:

Sleep Research Society Customer Service
Coordinator@SRSNET.org
+1 (630) 737-9710



3.1 About the Sleep Research Society Foundation

The Sleep Research Society Foundation (SRSF) provides support for growth and development in the field of sleep research. The SRSF was established in 2005 by the Sleep Research Society Board of Directors to provide support for investigators to conduct pilot studies that will form the basis of more comprehensive applications to federal agencies and private foundations.

Since its inception, the Sleep Research Society Foundation has awarded over \$1,000,000.00 in support for the research of scientific investigators. The SRSF has helped investigators obtain NIH funding through research supported by SRSF grants.

3.2 Mission

The Sleep Research Society Foundation is committed to the growth and development of the field of sleep research through education and research funding opportunities.

3.3 Purpose

The Sleep Research Society Foundation exists to support the research funding needs of the Sleep Research Society.

Goals

- To continue to fund the very best research in sleep.
- To grow contributions from industry and private donors.

**3.4 BYLAWS
OF
SLEEP RESEARCH SOCIETY FOUNDATION**

As duly adopted by the Board of Directors
this 18th day of November, 2022

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**BYLAWS
OF
SLEEP RESEARCH SOCIETY FOUNDATION**

1 DEFINITIONS

The following terms used in these Bylaws shall have the meanings set forth below.

1.1 Act

“Act” means the Illinois General Not for Profit Foundation Act of 1986, as amended.

1.2 Foundation

“Foundation” means Sleep Research Society Foundation, an Illinois not-for-profit Foundation.

1.3 Society

“Society” means Sleep Research Society, a Minnesota nonprofit corporation.

2 CORPORATE OFFICES

The Foundation shall continuously maintain in the State of Illinois a registered office and a registered agent whose office is identical with such registered office. The Foundation may have other offices within or without the state and need not be identical with the principal office in the State of Illinois. The address of the registered office and registered agent may be changed from time to time by the Board of Directors.

3 CORPORATE PURPOSES

As set forth in the Articles of Incorporation, the Foundation is organized and operated exclusively for educational, scientific and charitable purposes in accordance with Section 501(c)(3) of the Internal Revenue Code of 1986 (or a corresponding provision of any future United States Internal Revenue law, referred to below as the “Code”). More specifically, the Foundation is organized and operated to conduct educational, scientific and charitable activities relating to the field of sleep disorders medicine.

4 MEMBERSHIP

There shall be no members of the Foundation, and the organization shall be governed by a self-perpetuating Board of Directors.

5 BOARD OF DIRECTORS

5.1 General Powers

The affairs, business, and all legal matters of the Foundation shall be managed by its Board of Directors.

5.2 Number and Tenure

The Board of Directors shall be composed of eleven (11) directors and may be decreased to seven (7) and increased to fifteen (15), without amending the Bylaws, by a resolution of the Board of Directors. The Board of Directors may from time to time, by amendment of these Bylaws, change the minimum and maximum number of directors, but in no case shall the number be less than three (3).

Each director shall hold office for a term of two (2) years, except as otherwise set forth herein unless the Board shall expressly resolve to elect a director for a different term. Director's terms shall be staggered so that approximately one-third of the director seats are up for appointment at each annual meeting of the Society. Director terms commence upon the conclusion of the Society's annual meeting. Directors may serve two consecutive terms provided that after any such director serves two full consecutive terms, he or she shall be required to leave the Board for a one-year period before being reappointed. Notwithstanding such term limitations, each such director shall hold office until his or her successor has been appointed and qualified.

5.3 Qualifications

The Board of Directors for the Foundation shall be comprised of directors of the Society, and may include up to three (3) additional qualified individuals with substantial experience in the field of sleep and circadian research whom the Board may appoint in furtherance of the Foundation's corporate purposes. Additionally, the directors must personally affirm the Foundation's statement of purpose, must abide in all respects with the corporate policies set forth in these Bylaws, and must characterize personal commitment to the values of the Foundation.

5.4 Appointment

Directors shall be appointed by the Society Board of Directors, or otherwise as set forth below in Section 5.7. Each director shall hold office until the first of the following to occur: until his or her successor shall have been duly appointed and shall have qualified; until his or her death or disability; until he or she shall resign in writing; or until he or she shall have been removed in the manner hereinafter provided.

5.5 Fiduciary Duties

Directors are legally required to fulfill the following fiduciary duties to the Foundation:

5.5.1 Duty of Diligence

Directors ultimately hold full non-delegable responsibility for the Foundation's actions and well-being. Directors are required to carry out their board responsibilities with careful attentiveness and dedication – attending meetings, actively participating in board deliberations, seeking outside counsel and guidance as appropriate; and ensuring that all state and federal taxes, registrations, returns, and other financial reports required under applicable laws are timely filed.

5.5.2 Duty of Loyalty

Directors must always act in the best interests of the Foundation. This applies to not only decisions that involve their own personal or business loyalties, but also those of other key employees, directors, and officers involved in the Foundation. Directors shall comply at all times with the Conflict of Interest Policy; and shall refrain from making non-program loans, gifts, or advances to any person, except as permitted under the Act.

5.5.3 Duty of Obedience

Directors are required to ensure that the Foundation's activities adhere and conform to the scientific, charitable, or educational purposes set forth in the Foundation's purpose statement at Section 3 above; and to utilize the assets of the Foundation for the best interest of the Foundation's beneficiaries. They are to avoid wasting charitable assets. This includes, but is not limited to incurring penalties, fines, and unnecessary taxes.

5.6 Resignation and Removal

Any director may resign at any time by giving written notice to the President of the Foundation. Such resignation, which may or may not be made contingent on formal acceptance, shall take effect on the date of receipt or at any later time specified therein. Any director may be removed with or without cause at any time by resolution adopted by a majority of the Board.

5.7 Vacancies

Any vacancy occurring in the Board of Directors to be filled by reason of any increase in the number of directors or resignation or termination of a director shall be filled by the Society Board of Directors as soon as is practicable. A director so appointed to fill a vacancy may be appointed for the unexpired term of his or her predecessor in office.

5.8 Confidentiality

As part of their fiduciary duties owed to the Foundation, all directors, officers, and key employees of the Foundation are expected to maintain appropriate confidentiality of information related to the Foundation, including donor and supporter lists and related records, fundraising strategies, financial information about the Foundation, organizational plans, marketing information, expense information, personnel matters, and all credentials used to access physical or digital media containing information related to the Foundation and any software or services owned, leased, subscribed to, or used by the Foundation for the Foundation's purposes, including, but not limited to, computer login identification and passwords, email login identification and passwords, serial numbers or software keys for local copies of software, and cloud-based services login identification and passwords, and to prevent unauthorized disclosure to any outside party, except to the extent such information is otherwise disclosed in accordance with the ordinary course of business to the public or third parties or otherwise is required to be disclosed under applicable law. Such confidentiality is expected to be maintained at all times subsequent to service to the Foundation. Each director, officer, and key employee shall annually complete a confidentiality agreement. Notwithstanding the dispute resolution provision contained in Addendum B, the Foundation may enforce this provision as it deems appropriate (including mediation and arbitration at its option), and it shall be entitled to recover attorneys' fees and costs against those found liable for violating this provision.

6 MEETINGS OF THE BOARD OF DIRECTORS

6.1 Annual Meeting

An annual meeting of the Board of Directors shall be held at such time and place as may be designated by the President in accordance with the notice provisions herein below, for the purpose of approving an annual budget, and for the transaction of such other business as may come before the meeting.

6.2 Special Meeting

Special meetings of the Board of Directors may be called by, or at the request of, the President or any two directors. The person or persons authorized to call special meetings of the Board of Directors may fix any place for holding any special meeting of the Board of Directors called by them.

6.3 Notice

6.3.1 Time

Except as otherwise provided herein, written notice of any meeting of the Board of Directors shall be delivered not less than five (5) days nor more than sixty (60) days prior to the date of the scheduled meeting.

6.3.2 Email

Notice requirements may be satisfied by sending an email communication in a timely manner to the director's email address on the Foundation's records. Telephone communications may be useful for establishing the time and place of meeting but shall not be used in lieu of the email notice. At any duly convened meeting of the Board a resolution may be approved concerning future meetings of the Board. Timely emailing of the Board minutes to each director may qualify as notice of the next meeting of the Board if the minute concerning the meeting is clearly set forth and concise in its composition.

6.3.3 Extraordinary Notice

Notice of no less than twenty days shall be provided for meetings of directors called for the purposes of amending the Bylaws or removing a director as required under applicable Illinois law.

6.3.4 Waiver

Notice of any meeting of the Board of Directors may be waived in writing or electronically, by the person or persons entitled to the notice either before or after the time of the meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting except where a director attends a meeting for the expressed purpose of objection to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted, nor the purpose of any regular or special meeting of the Board of Directors, need be specified in the notice or waiver of such meeting, unless specifically required by law or by these Bylaws.

6.4 Quorum

A majority of the directors then in office shall constitute a quorum for the transaction of the business at any meeting of the Board of Directors, provided that if fewer than half of the directors are present at the said meeting, a majority of the directors present may adjourn the meeting to another time without further notice.

6.5 Manner of Acting

The act of a majority of the directors present and voting at a duly convened meeting shall be the act of the Foundation unless the act of a greater number is required by statute, these Bylaws, or the Articles of Incorporation. Directors may not vote by proxy or under any other power of attorney.

6.6 Telephone Meeting

Any meeting of the directors may be conducted in simultaneous multiple locations if the various locations are effectively connected by telephonic or other communications equipment, including videoconference. Directors or non-director committee members may participate in and act at any meeting of the Board or committee through the use of such equipment, provided all persons participating in the meeting can communicate with each other simultaneously. Participation in such meeting shall constitute attendance and presence in person at the meeting of the person or persons so participating.

6.7 Action Without a Meeting

Any action which may be taken at a meeting of the Board of Directors or a committee thereof, may be taken without a meeting if a consent in writing setting forth the action so taken shall be approved in writing by all of the directors or all of the members of such committee entitled to vote with respect to the subject matter thereof, as the case may be. The consent shall be evidenced by one or more written approvals, each of which sets forth the action taken and provides a written record of approval. Consent provided by reply email from a director's email address shall be sufficient to constitute written consent. All the approvals evidencing the consent shall be delivered to the Foundation's Secretary to be filed in the Foundation's records. The action taken shall be effective when all the directors or the committee members, as the case may be, have approved the consent unless the consent specifies a different effective date.

7 COMMITTEES

7.1 Appointment of Committees and Committee Members

The Foundation's Board of Directors shall have the power to appoint standing and special committees by a resolution of the Board. The resolution of the Board creating the standing or special committee shall specify:

- a) the task(s) assigned to the committee;
- b) whether or not the committee has authority to act on behalf of the Foundation (see Sections 7.2 and 7.3); and
- c) the duration of the committee, which may be generalized to a period necessary to bring the matter to full resolution.

Unless otherwise designated by the Board, all committee members shall be appointed for one (1) year terms by the Board of Directors beginning each year at the Board's Annual Meeting. The Board shall also designate an individual to serve as chair of the committee.

7.2 Committees with Corporate Authority

The Board of Directors may appoint committees that are delegated certain authority generally reserved to the Board, provided such authority is not prohibited for delegation under the Act. Committees with corporate authority must have two (2) or more directors; a majority of its membership must be directors; and all the committee members shall serve subject to the Board's oversight.

7.3 Committees Without Corporate Authority

The Board of Directors may appoint committees without corporate authority. These committees will generally be responsible for investigating, reporting, and advising the Board on certain activities and

programs as well as making recommendations to the Board of Directors or officers for approval. The committees shall not have authority to bind the Foundation. For purposes of clarity, committees without corporate authority should be identified as advisory boards, commissions, task forces, or similar names. These committees may be composed of persons appointed by the Board of Directors for specific skills and need not be directors or officers of the Foundation.

7.4 Board Chairs and Committee Meetings

One member of each committee shall be appointed chairperson by the Foundation President for a term of one year. Meetings of any committee may be called by the President of the Foundation, the chairperson of the committee, or a majority of the committee's voting members. Notice of the time and place of any meeting of a committee shall be given at least three (3) days prior to the meeting, and otherwise in accordance with Section 6.3.

7.5 Resignation and Removal

Any member of a committee may resign at any time by giving written notice to the chairperson of the committee or to the Secretary of the Foundation. Such resignation, which may or may not be made contingent on formal acceptance, shall take effect on the date of receipt or at any later time specified therein. Any member of a committee may be removed at any time by resolution adopted by a majority of the Board of Directors.

7.6 Quorum and Manner of Acting

Unless otherwise provided in the resolution of the Board designating a committee, a majority of a committee's members shall constitute a quorum. The act of a majority of committee members present at a meeting with a quorum shall be the act of the committee. A committee may otherwise conduct its meetings and act in accordance with Sections 6.6 and 6.7.

8 OFFICERS AND AGENTS

8.1 Officers

The officers of the Foundation shall consist of a:

- a) President;
- b) Secretary-Treasurer.

Such other officers and assistant officers and agents as may be deemed necessary shall be appointed by the Society Board. Directorship in the Society shall be a required qualification for officers.

8.2 Election and Term of Office

Officers shall be determined and appointed by the Society's Board of Directors. Each officer shall hold office until the first of the following to occur: until his or her successor shall have been duly appointed and shall have qualified; until his or her death or disability; until he or she shall resign in writing; or until he or she shall have been removed in the manner hereinafter provided. Appointment of an officer or agent shall not in itself create contract rights.

8.3 President

The President shall be a director and may serve as the chief executive officer of the Foundation, unless the Board otherwise authorizes an Executive Director to do so. Subject to the control of the Board, the President shall preside at all meetings of the Board as chair of the Board. The President

may sign documents on behalf of the Foundation, as provided below in Section 9. The President shall discharge all duties incident to the office of President and such other duties as may be assigned to him or her by the Board from time to time.

8.4 Secretary-Treasurer

The Secretary shall:

- a) be responsible for the keeping of the minutes of the Board and committee meetings in one (1) or more books provided for that purpose;
- b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law;
- c) be custodian of and maintain copies of all corporate records, including all notices and voting records, whether in electronic or paper form; and
- d) in general, discharge all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the President or by the Board.
- e) monitor the financial books of the Foundation;
- f) keep regular books of account and make them available for inspection at all times to the directors of the Foundation;
- g) render to the Board from time to time as may be required of him or her, an account of the financial condition of the Foundation; and
- h) in general, discharge all duties incident to the office of Treasurer, and such other duties as may be assigned to him or her by the President or by the Board.

8.5 Executive Director

If an Executive Director is hired, he or she shall be an ex officio, non-voting officer and shall supervise and be principally responsible for the day-to-day administrative management of the Foundation. The Executive Director shall work closely with the President to ensure that all corporate functions are adequately carried out. The duties and responsibilities of the Executive Director shall include:

- a) carrying out all policies established by the Board;
- b) selecting, employing, training, controlling and discharging all other employees of the Foundation;
- c) attending all meetings of the Board and committees of the Board;
- d) preparing and presenting to the Board regular reports reflecting accomplishment of corporate goals and the Foundation's mission; and
- e) any other duties and responsibilities as may be assigned to him or her by the President or by the Board.

8.6 Delegation of Authority

In case of the absence of any officer of the Foundation, or for any other reason that it may deem sufficient, the Board may either delegate the powers or duties of such officer to any director or employee of the Foundation, for the time being, or may eliminate some or all of such powers or duties of such officer, provided a majority of the Board concurs therein.

8.7 Removal

Any officer or agent may be removed by the Board of Directors whenever, in its judgment, the best interest of the Foundation shall be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

9 FINANCIAL POLICIES

9.1 Fiscal Year

The fiscal year of the Foundation shall be determined by the Board of Directors.

9.2 Sale of Assets

A sale, lease, exchange, mortgage, pledge or other disposition of property or assets of the Foundation outside the normal course of business may be made by the Board upon such terms and conditions and for such considerations, which may consist in whole or in part of the money or property, real or personal, as may be authorized by the Board; provided, however, that a sale, lease, exchange or other disposition of all or substantially all of the property and assets of the Foundation shall be authorized only upon receiving the vote of two-thirds of the directors in office.

9.3 Contracts

The President, the Executive Director, and other Board-authorized agents may sign contracts provided, however, that the Board may authorize him or any other officer or officers, agent or agents, to enter into any contracts or execute and deliver any instrument in the name of and on behalf of the Foundation, individually or together, and such authority may be general or confined to specific instances.

9.4 Loans

No loans shall be contracted on behalf of the Foundation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board. Such authority may be general or confined to specific instances.

9.5 Checks, Drafts, Etc.

All checks, drafts or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Foundation, shall be signed by such officer or officers, agent or agents of the Foundation and in such manner as shall from time to time be determined by resolution of the Board.

9.6 Deposits

All funds of the Foundation not otherwise employed shall be deposited from time to time to the credit of the Foundation in such banks, trust companies or other depositories as the Board may select.

9.7 Gifts

The Board of Directors or the President may accept on behalf of the Foundation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Foundation.

10 INDEMNIFICATION OF DIRECTORS AND OFFICERS

To the fullest extent permitted by law, the Foundation shall have powers to indemnify any director, officer, or former director or officer of the Foundation, or any person who may have served at its request as a director or officer of another entity or joint venture, whether for profit or not-for-profit, against expenses actually and necessarily incurred by him or her in connection with the defense of any action, suit, or proceeding in which he or she is made a party by reason of being or having been such director or officer, except in relation to matters as to which he or she shall be adjudged in such action, suit, or proceeding to be liable for gross negligence or intentional misconduct in the performance of a duty.

Such indemnification shall not be deemed exclusive of any other rights to which such director or officer may be entitled, under agreement, or a recommendation of the Board of Directors, or otherwise. No indemnification or advancement of expenses shall be made under this Section if such indemnification or such advancement of expenses would be inconsistent with: (i) the provisions of Section 501(c)(3) or Section 4958 of the Code or the Treasury Regulations promulgated thereunder; (ii) a provision of the Foundation's Articles of Incorporation or these Bylaws; (iii) applicable state law; or (iv) a resolution of the Board of Directors or other proper corporate action, in effect at the time of the occurrence of the event giving rise to the alleged cause of action asserted in the threatened or pending action or proceeding, which prohibits or otherwise limits such indemnification or such advancement of expenses.

11 CORPORATE LIMITATIONS

11.1 Distributions

The Foundation, being organized exclusively for scientific, charitable, and educational purposes, may make distributions to organizations and individuals in furtherance of its corporate purposes and in accordance with Section 501(c)(3) of the Code.

11.2 Prohibition Against Private Benefit and Inurement

No part of the net earnings of the Foundation shall inure to the benefit of, or be distributable to its directors, officers, or other private persons, except that the Foundation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Section 3 above.

11.3 Political Activity

No substantial part of the activities of the Foundation shall be to attempt to influence legislation by propaganda or otherwise, and the Foundation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

11.4 Other Prohibitions

The Foundation shall not carry on any other activities not permitted to be carried on:

- a) under the Act or other applicable law;
- b) by a Foundation exempt from federal income tax under Section 501(c)(3) of the Code; or
- c) by a Foundation, contributions to which are deductible under Section 170(c)(2) of the Code.

11.5 Dissolution

Upon dissolution of the Foundation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Foundation, dispose of all of the assets of the Foundation, exclusively for the purposes of the Foundation in such manner, or to such organization or organizations organized and operated exclusively for scientific, charitable, or educational purposes, as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the appropriate court of law of the county in which the principal office of the Foundation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for exempt purposes.

12 MISCELLANEOUS

12.1 Books and Records

The Foundation, at its offices, shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board and committees, and shall keep a record of the names and addresses of all Board and committee members. All books and records of the Foundation may be inspected by a director, or his agent or attorney, at any reasonable time.

12.2 Amendments

The Articles of Incorporation and these Bylaws may be altered, amended or repealed, and new Articles and Bylaws may be adopted by a vote of two-thirds of the Directors. Notice of the proposed amendment (including the suggested text of the change) shall be given in writing to all directors per the requirements of Section 6.3 herein, and shall identify the persons proposing the amendment.

12.3 Corporate Acquisition, Consolidation, Merger, or Dissolution

In the event of a proposed acquisition, consolidation, merger or dissolution, the Board of Directors shall adopt a plan setting forth the terms and conditions of the proposed transaction and such other provisions with respect to the proposed transaction as are deemed necessary under applicable state law or desirable. No acquisition, merger, or other dissolution shall be adopted unless approved by a vote of two-thirds of the Board of Directors.

12.4 Waiver or Reduction of Fees

The Foundation, being organized exclusively for scientific, charitable, and educational purposes under Illinois law, shall strive to make its charitable services and programs available to the appropriate general public without undue obstacles to access. It is the general policy of the Foundation that any fees or charges associated with the tax-exempt services and programs of the Foundation shall be waived or reduced in accordance with each recipient's ability to pay. The administrative staff shall have the necessary discretion to make such waivers or reductions when appropriate to ensure the maximum distribution of the Foundation's charitable services and programs.

12.5 Seal

The Foundation shall not maintain a corporate seal.

12.6 Inconsistencies with Articles of Incorporation

If any provision of these Bylaws is inconsistent with a provision of the Foundation's Articles of Incorporation, as amended from time to time, the Articles of Incorporation shall govern.

12.7 Severability

The invalidity or unenforceability of any provision in these Bylaws shall not affect the validity or enforceability of the remaining provisions.

CERTIFICATION OF ADOPTION OF BYLAWS

The undersigned, being the duly elected Secretary of Sleep Research Society Foundation, an Illinois not for profit corporation, hereby certifies that the attached Bylaws were adopted by the official act of the Board of Directors and the same do constitute the Bylaws of the Foundation.

Date

Secretary