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BYLAWS

ARTICLE I. MISSION

The American Pain Society is a multidisciplinary community that brings together a diverse group of scientists, clinicians and other professionals to increase the knowledge of pain and transform public policy and clinical practice to reduce pain-related suffering.

ARTICLE II. INCORPORATION AND TAX STATUS

The American Pain Society is incorporated in the District of Columbia. The American Pain Society is a tax exempt organization governed by Statute 501 (c) (3) of the Internal Revenue Code of the United States of America.

ARTICLE III. MEMBERSHIP

Membership in the American Pain Society (hereinafter called the "Society") shall be of five classes and all members shall support the mission of the Society.

Section 3.1 Regular Membership: Regular membership shall be accorded to health professionals and scientists working in the United States of America, its territories or its government services who are concerned with or involved in pain treatment or research. Each regular member shall be entitled to one vote.

Section 3.2 Student Members: Individuals who are undergraduates, graduates or postdoctoral fellows/residents/trainees. Each student member shall be entitled to one vote but may not hold office.

Section 3.3 Retired Members: Any regular member of the Society who retires at the age of 65 years or later who has been in good standing for at least ten (10) years prior to this age shall be eligible for retired membership in the Society. Each retired member shall be entitled to one vote but may not hold office.

Section 3.4 Honorary Member: Honorary membership may be conferred by the Board of Directors on an individual who has made distinguished contributions to the subject of pain or has in other ways furthered the objectives of the Society. A maximum of two honorary members shall be elected by the Board of Directors per year. Honorary members shall have no vote, nor hold office and shall be exempt from paying dues.

Section 3.5 International Membership: Individual international membership shall be accorded to individuals who have a sustained interest in the mission of the society but who live and work outside the United States of America, its territories or its government services. The benefits available to individual international members will be defined by the Board of Directors. An individual international member shall have no vote nor hold office.



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Section 3.6 Dues and Assessments: The Board of Directors shall determine the annual dues and assessments to the various classes of members. Dues shall be payable on the anniversary date of membership in the organization. A member who has failed to pay dues within two (2) months of billing shall forfeit membership unless all indebtedness of the Society is met within sixty (60) days of notification.

Section 3.7 Termination of Membership: A member can lose membership for conduct injurious to the Society which is in violation of the Society's objectives or code of ethics or if continued membership may damage the good name or goodwill of the Society. The Board of Directors shall ensure that any disciplinary action including loss of membership accords due process to an accused individual. Termination proceedings shall be under the jurisdiction of the Board of Directors.

Section 3.8 Application for Membership: All applications for membership shall be in writing using the application form provided by the Society.

Section 3.9 Resignation: A member may resign at any time by giving written notice to the secretary. Dues and assessments paid shall not be refunded.

ARTICLE IV. POLICIES AND PROCEDURES

The Board of Directors may enact, and make public, policies and procedures to govern the working of the Society not specifically addressed by the Bylaws. However, such policies and procedures must be consistent with the Bylaws. A majority of all Directors is required to enact or modify the policies and procedures.

ARTICLE V. MEETINGS AND VOTING

Section 5.1 Meeting: The Society shall meet annually at a place, date, and time designated by the Board of Directors.

Section 5.2 Special Business Meeting: A special business meeting may be called at the discretion of the President or by a majority of members of the Board of Directors or by written request to the President from ten (10) percent of the voting members in good standing, such meeting to be called within thirty (30) days of the request. The business to be transacted at a special business meeting shall be stated in the notice thereof, and no other business may be considered at that time.

Section 5.3 Notice of Meetings: Written notice of all business meetings of the Society shall be mailed to all members of the Society not less than twenty (20), or more than sixty (60) days prior to the selected date.

Section 5.4 Voting: Each voting member shall have one vote. Unless otherwise specified by these bylaws, a majority vote of members voting shall govern. Ten percent (10%) of regular and student members shall constitute a quorum and a majority vote is required for approval.



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ARTICLE VI. OFFICERS

Section 6.1: The officers of the Society shall be a President, a Secretary, a Treasurer, and in alternating years a President-Elect or Immediate Past President.

Section 6.2 President: The President shall be the elected officer of the Society and shall preside at the meetings of the Executive Committee, the Board of Directors, and at the Annual Business Meeting. The President shall be responsible for executing policies determined by the Board of Directors and shall act as the chief spokesperson for the Society. The President shall be an ex officio member, without vote, of all committees of the Society except as otherwise provided by these Bylaws. The President shall make all required appointments of standing and special committees with the approval of the Board of Directors. The President shall serve for a term of two years, and may not be reelected.

Section 6.3 President-Elect: The President-Elect shall succeed to the presidency. The President-Elect shall assist the President and shall substitute for the President when required to and shall chair meetings in the absence of the President. The President-Elect shall have served for not less than two years as a member of the Board of Directors prior to assuming the position. The President-Elect shall be an ex officio member, without vote, on all committees of the Society except as otherwise provided by these Bylaws. The President-Elect shall serve for a term of one year.

Section 6.4 Immediate Past President: The Immediate Past President shall assist the President in the performance of his or her duties. The Immediate Past President shall serve for a term of one year.

Section 6.5 Secretary: The Secretary shall be responsible for minutes of all meetings of the Board of Directors, and business meetings. The Secretary shall be responsible for the proper and legal delivery of all notices to members. The Secretary shall be responsible to see that accurate records are kept for all members.

The Secretary shall be elected from the Voting Members and shall not serve in that capacity for more than two (2) three-year consecutive terms.

Section 6.6 Treasurer: The Treasurer shall be in charge of the Society's funds and securities, and responsible for a full and accurate record of receipts and disbursements of funds that belong to the Society. The Treasurer shall be responsible for depositing all monies and valuable effects in the name and to the credit of the Society in such depositories as may be designated by the Board of Directors. The Treasurer shall disburse funds of the Society as may be ordered by the Board of Directors. The Treasurer shall render to the Board of Directors at their regular meetings, or when the Board of Directors so requires, and to the Membership at the Annual Business Meeting an account of all the transactions as Treasurer, of the financial condition of the Society, and of the accountant's annual review report.



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The Treasurer shall have authority to sign all checks and disbursements. Additionally, checks and disbursements shall be signed by agents of the Society as determined by the Board of Directors from time to time. The Treasurer shall retain full responsibility for such fiscal transactions. A single signature will suffice.

The Treasurer shall be elected from the voting members of the Society. The Treasurer shall serve as the chair of the Finance Committee. The Treasurer shall not serve in that capacity for more than two (2) three-year consecutive terms.

Section 6.7 Vacancies: Vacancy of the presidency shall be filled by the President-Elect in years when the President-Elect position is filled and by the Immediate Past President in years when the Past President position is filled. Vacancy in all other offices may be filled by the Board of Directors for the unexpired portion of the term. Time spent in office while filling a vacancy shall not count in determining term limits.

ARTICLE VII. BOARD OF DIRECTORS

Section 7.1 Duties: The affairs and policies of the Society shall be supervised by the Board of Directors, which shall be guided by recommendations of the Society in accordance with these Bylaws. The Board of Directors shall perform other such duties as specified in these Bylaws.

Section 7.2 Composition: The Board of Directors shall consist of thirteen (13) voting members of the Society. These members shall be four (4) elected Officers, namely the President, the Secretary, and the Treasurer, in alternate years the President-Elect or the Immediate Past President, and nine (9) elected Directors-at-Large. In addition, a Liaison from the International Association for the Study of Pain Executive Committee or Council may be an ex-officio non-voting member of the Board.

Section 7.3 Term of Members of the Board of Directors: The elected officers shall serve their terms as specified in Article VI. Three Directors-At-Large shall be elected annually each to serve a three-year term. Directors-At-Large may serve no more than two (2) consecutive full terms as Director-at-Large and may be re-elected as a Director-at-Large for a term beginning three (3) years after the conclusion of his or her prior terms. A partial term of less than two (2) years shall not be counted in determining the number of consecutive full terms a Director-at-Large may serve.

A Liaison from the International Association for the Study of Pain Executive Committee or Council if appointed shall serve a one-year term, but is eligible for reappointment.



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Members of the Board of Directors shall take office immediately after the adjournment of the annual meeting closest to their election or appointment and shall continue in office until their successors are duly elected and qualified. Notwithstanding any other provision of these Bylaws, elections shall not be held if an annual meeting is scheduled to occur less than eight months following the previous annual meeting, and the members of the Board of Directors shall remain in office until the next following annual meeting or until their successors are duly elected and qualified.

Section 7.4 Nomination of Officers and Directors-at-Large: The Nominating Committee shall solicit voting members for nominations of persons for election as officers and directors-at-large. Nominations must be in writing and must be submitted to the chair of the Nominating Committee.

The Nominating Committee shall prepare and submit a slate of officers and directors-at-large with at least two nominations for each elective position for the Society, with the exception of President-Elect who may be slated unopposed. Each nominee is required to give a written consent that he or she is willing to serve and complete a conflict of interest statement.

Election shall be by mail, facsimile, or electronic ballot, by a plurality of eligible votes cast. A tie in the number of votes for any position shall be resolved by the Nominating Committee.

Section 7.5 Vacancies: Vacancies occurring on the Board of Directors shall be filled by a voting member appointed by the President, subject to approval by the Board of Directors. Such an appointed member shall serve until the expiration of the term of his or her predecessor.

Section 7.6 Meetings: The Board of Directors shall hold not less than one regular meeting each year at a place and time to be designated by the President. Other meetings of the Board of Directors, which may include conference calls, may be held at the call of the President or of any five (5) members of the Board of Directors when necessary or desirable.

Written notice of such meetings shall be sent to all members of the Board of Directors not less than ten (10) days prior to the selected date. A quorum shall consist of eight (8) members of whom at least two (2) must be elected officers.

Section 7.7 Voting: Each voting member of the Board of Directors shall have one vote. Voting rights of a director shall not be delegated to another nor excused by proxy.

Section 7.8 Forfeiture of Office: Any member of the Board of Directors who fails to attend two (2) consecutive Board meetings shall forfeit membership on the Board unless such failure is excused by the Board of Directors.

Section 7.9 Chief Executive Officer: The Board of Directors may appoint a Chief Executive Officer who shall be responsible for the daily management of the Society's affairs and who shall supervise the activities and functions of the Society's central office. The terms and conditions of this appointment shall be specified by the Board of Directors.



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The Chief Executive Officer shall assist the President, other officers and committees in the performance of their duties as requested by such officers and committees. The Chief Executive Officer shall be an ex officio member, without vote, of all standing committees except as otherwise provided by the Bylaws.

The Chief Executive Officer shall report directly to the President.

ARTICLE VIII. REGIONAL SECTIONS

The Society shall encourage the development of Regional Sections. A Regional Section shall be considered to be in good standing with APS when all Regional Section Officers and a minimum of 35% of each regional section's members are APS members. The establishment of a Regional Section requires the approval of the Board of Directors and follows the procedures stated in the Rules and Regulations. These organizations shall not affiliate with any other organization, association or commercial entity (with the exception of other regional sections of the American Pain Society) without the approval of the American Pain Society Board of Directors.

ARTICLE IX. COMMITTEES

Section 9.1 Executive Committee: The four (4) elected officers of the Society, namely the President, the Secretary, and the Treasurer, and in alternate years the President-Elect or the Immediate Past President, and one representative of the Directors at Large shall constitute the Executive Committee of the Board of Directors. The representative of the Directors at Large shall be elected by a vote, and shall serve a one-year term on the Executive Committee and shall have the ability to be re-elected.

Section 9.2 Nominating Committee: The Nominating Committee shall be a committee of the membership and shall be composed of seven (7) voting members of the Society in good standing. The members of the committee shall be two (2) former presidents of the Society, two (2) former board members and three (3) members who have not been members of the Board of Directors. The seven (7) members are to be elected by the voting membership using a mail or electronic ballot. The members of the committee shall elect one of the former presidents of the Society to chair the Nominating Committee for the year, following policies and procedures as may be established by the Board of Directors.

Section 9.3 Finance Committee: The Finance Committee shall be composed of the Treasurer, President, in alternate years the President-Elect or Immediate Past President, and one (1) voting member and shall be chaired by the Treasurer. It shall make recommendations to the Board of Directors with regard to annual budget, reserve funds, investments, depositories and other matters of financial policy.

Section 9.4 Other Committees: Other standing committees may be established or discontinued by a vote of the Board of Directors. The President may appoint such ad hoc committees and task forces as are necessary to carry out the purposes of the Society with the approval of the Board of Directors. An ad hoc committee or task force created by the President shall terminate with the completion of the task. Ad hoc



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committees or task forces may be established for longer periods with the approval of the Board of Directors.

ARTICLE X. CORPORATE COUNCIL

The Board of Directors may establish a Corporate Council and invite representatives of corporations whose products or services affect health sciences to join. Required dues for and benefits of membership on the Corporate Council shall be established by the Board of Directors from time to time.

ARTICLE XI. FISCAL YEAR

The fiscal year of the Society commences on January first and ends on the thirty-first day of December.

ARTICLE XII. AMENDMENTS OF THE BYLAWS

On resolution by the majority action of the Board of Directors or by a written proposal signed by fifty (50) voting members of the Society, these Bylaws may be amended by a simple majority vote cast by the voting members voting by mail or electronic means, provided that a quorum of voting members casts ballots. Ballots shall be delivered to voting members at least thirty (30) days prior to the date on which the change in Bylaws is to be effective if approved.

ARTICLE XII. DISSOLUTION OF THE AMERICAN PAIN SOCIETY

In the event of the dissolution of the American Pain Society, the directors and officers shall not be liable for any of the debts of the Society, nor shall they receive any of the assets. In the event of dissolution, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Society, dispose of all of the remaining assets of the Society (except any assets held by the Society upon condition requiring return, transfer or other conveyance in the event of dissolution, which assets shall be returned, transferred or conveyed in accordance with such requirements) exclusively for research, scientific, educational or charitable purposes in such manner, or to such organization or organizations as shall at the time qualify as a tax-exempt organization or organizations recognized under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future United States Internal Revenue statute, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the court of general jurisdiction of the county in which the principal office of the Society is then located, exclusively for such purposes in such manner, or to such organization or organizations, which are organized and operated exclusively for such purposes, as said court shall determine.

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