



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



Form **990-EZ**Department of the Treasury
Internal Revenue Service**Short Form
Return of Organization Exempt From Income Tax**Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code
(except black lung benefit trust or private foundation)

- Sponsoring organizations of donor advised funds and controlling organizations as defined in section 512(b)(13) must file Form 990. All other organizations with gross receipts less than \$500,000 and total assets less than \$1,250,000 at the end of the year may use this form.
- The organization may have to use a copy of this return to satisfy state reporting requirements.

OMB No 1545-1150

2009**Open to Public
Inspection****A For the 2009 calendar year, or tax year beginning , and ending****B** Check if applicable:

- ☐ Address change
- ☐ Name change
- ☐ Initial return
- ☐ Termination
- ☐ Amended return
- ☐ Application pending

Please
use IRS
label or
print or
type.
See
Specific
Instruc-
tions**C** Name of organization**MI SOCIETY OF ANESTHESIOLOGISTS**

Number and street (or P O box, if mail is not delivered to street address)

120 N. WASHINGTON SQUARE

Room/suite

110A

City or town, state or country, and ZIP + 4

LANSING**MI 48933****D** Employer identification number**38-6077098****E** Telephone number**517-346-5088****F** Group Exemption

Number

• **Section 501(c)(3) organizations and 4947(a)(1) nonexempt charitable trusts must attach a completed Schedule A (Form 990 or 990-EZ).**

G Accounting method ☒ Cash ☐ Accrual

Other (specify) ►

I Website: ► **WWW.MIANESTHESIOLOGIST.ORG****H** Check ☒ if the organization is not required to attach Schedule B (Form 990, 990-EZ, or 990-PF)**J** Tax-exempt status (check only one) — ☒ 501(c) (**6**) ◀ (insert no) ☐ 4947(a)(1) or ☐ 527**K** Check ☐ if the organization is not a section 509(a)(3) supporting organization and its gross receipts are normally not more than \$25,000. A Form 990-EZ or Form 990 return is not required, but if the organization chooses to file a return, be sure to file a complete return.**L** Add lines 5b, 6b, and 7b, to line 9 to determine gross receipts. If \$500,000 or more, file Form 990 instead of Form 990-EZ. ► \$ **166,426****Part I Revenue, Expenses, and Changes in Net Assets or Fund Balances (See the instructions for Part I)**

1	Contributions, gifts, grants, and similar amounts received	1	
2	Program service revenue including government fees and contracts	2	47,385
3	Membership dues and assessments	3	144,095
4	Investment income	4	-25,054
5a	Gross amount from sale of assets other than inventory	5a	
b	Less cost or other basis and sales expenses	5b	
c	Gain or (loss) from sale of assets other than inventory (Subtract line 5b from line 5a)	5c	
6	Special events and activities (complete applicable parts of Schedule G) If any amount is from gaming, check here <input type="checkbox"/>		
a	Gross revenue (not including reported on line 1)	6a	
b	Less direct expenses other than fundraising expenses	6b	
c	Net income or (loss) from special events and activities (Subtract line 6b from line 6a)	6c	
7a	Gross sales of inventory, less returns and allowances	7a	
b	Less cost of goods sold	7b	
c	Gross profit or (loss) from sales of inventory (Subtract line 7b from line 7a)	7c	
8	Other revenue (describe ►)	8	
9	Total revenue. Add lines 1, 2, 3, 4, 5c, 6c, 7c, and 8	9	166,426
10	Grants and similar amounts paid (attach schedule)	10	
11	Benefits paid to or for members	11	
12	Salaries, other compensation, and employee benefits	12	3,255
13	Professional fees and other payments to independent contractors	13	4,323
14	Occupancy, rent, utilities, and maintenance	14	370
15	Printing, publications, postage, and shipping	15	13,633
16	Other expenses (describe ► SEE STATEMENT 2)	16	201,244
17	Total expenses. Add lines 10 through 16	17	222,825
18	Excess or (deficit) for the year (Subtract line 17 from line 9)	18	-56,399
19	Net assets or fund balances at beginning of year (from line 27, column (A)) (must agree with end-of-year figure reported on prior year's return)	19	585,668
20	Other changes in net assets or fund balances (attach explanation)	20	
21	Net assets or fund balances at end of year. Combine lines 18 through 20	21	529,269

Part II Balance Sheets. If Total assets on line 25, column (B) are \$1,250,000 or more, file Form 990 instead of Form 990-EZ.

(See the instructions for Part II)

	(A) Beginning of year	(B) End of year
22 Cash, savings, and investments	592,590	536,231
23 Land and buildings		
24 Other assets (describe ► SEE STATEMENT 3)		2,300
25 Total assets	592,590	538,531
26 Total liabilities (describe ► SEE STATEMENT 4)	6,922	9,262
27 Net assets or fund balances (line 27 of column (B) must agree with line 21)	585,668	529,269

For Privacy Act and Paperwork Reduction Act Notice, see the separate instructions.

Form **990-EZ** (2009)

46

Part III Statement of Program Service Accomplishments (See the instructions for Part III.)

Expenses

(Required for section 501(c)(3) and 501(c)(4) organizations and section 4947(a)(1) trusts, optional for others)

What is the organization's primary exempt purpose?

SEE STATEMENT 5

Describe what was achieved in carrying out the organization's exempt purposes. In a clear and concise manner, describe the services provided, the number of persons benefited, or other relevant information for each program title.

28 CONTINUING MEDICAL EDUCATION EVENTS AND PUBLICATIONS WERE PRODUCED, THE
GOAL OF WHICH IS TO RAISE THE STANDARDS OF PROFESSIONAL CARE FOR THE
BENEFIT OF MEMBERS, THE MEDICAL PROFESSION, AND PATIENTS.

(Grants \$) If this amount includes foreign grants, check here

28a

29

(Grants \$) If this amount includes foreign grants, check here

29a

30

(Grants \$) If this amount includes foreign grants, check here

30a

31 Other program services (attach schedule)

(Grants \$) If this amount includes foreign grants, check here

31a

32 Total program service expenses (add lines 28a through 31a)

32

Part IV List of Officers, Directors, Trustees, and Key Employees. List each one even if not compensated (See the instructions for Part IV)

[illegible]

Part V Other Information (Note the statement requirements in the instructions for Part V.)

		Yes	No
33	Did the organization engage in any activity not previously reported to the IRS? If "Yes," attach a detailed description of each activity		X
34	Were any changes made to the organizing or governing documents? If "Yes," attached a conformed copy of the changes	X	
35	If the organization had income from business activities, such as those reported on lines 2, 6a, and 7a (among others), but not reported on Form 990-T, attach a statement explaining why the organization did not report the income on Form 990-T		
a	Did the organization have unrelated business gross income of \$1,000 or more or was it subject to section 6033(e) notice, reporting, and proxy tax requirements?	X	
b	If "Yes," has it filed a tax return on Form 990-T for this year?	X	
36	Did the organization undergo a liquidation, dissolution, termination, or significant disposition of net assets during the year? If "Yes," complete applicable parts of Schedule N		X
37a	Enter amount of political expenditures, direct or indirect, as described in the instr. ▶ 37a		
b	Did the organization file Form 1120-POL for this year?		X
38a	Did the organization borrow from, or make any loans to, any officer, director, trustee, or key employee or were any such loans made in a prior year and still outstanding at the end of the period covered by this return?		X
b	If "Yes," complete Schedule L, Part II and enter the total amount involved 38b		
39	Section 501(c)(7) organizations Enter		
a	Initiation fees and capital contributions included on line 9 39a		
b	Gross receipts, included on line 9, for public use of club facilities 39b		
40a	Section 501(c)(3) organizations Enter amount of tax imposed on the organization during the year under section 4911 ▶ _____, section 4912 ▶ _____, section 4955 ▶ _____		
b	Section 501(c)(3) and 501(c)(4) organizations Did the organization engage in any section 4958 excess benefit transaction during the year or is it aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? If "Yes," complete Schedule L, Part I 40b		
c	Section 501(c)(3) and 501(c)(4) organizations Enter amount of tax imposed on organization managers or disqualified persons during the year under sections 4912, 4955, and 4958 ▶ _____		
d	Section 501(c)(3) and 501(c)(4) organizations Enter amount of tax on line 40c reimbursed by the organization ▶ _____		
e	All organizations At any time during the tax year, was the organization a party to a prohibited tax shelter transaction? If "Yes," complete Form 8886-T 40e		X
41	List the states with which a copy of this return is filed ▶ NONE		
42a	The organization's books are in care of ▶ GCSI ASSOCIATION SERVICES Telephone no ▶ 517-346-5088 120 N. WASHINGTON SQUARE Located at ▶ LANSING, MI ZIP + 4 ▶ 48933		
b	At any time during the calendar year, did the organization have an interest in or a signature or other authority over a financial account in a foreign country (such as a bank account, securities account, or other financial account)? If "Yes," enter the name of the foreign country ▶ _____ See the instructions for exceptions and filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.	Yes	No
42b			X
c	At any time during the calendar year, did the organization maintain an office outside of the U S ? If "Yes," enter the name of the foreign country ▶ _____		X
42c			X
43	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-EZ in lieu of Form 1041—Check here ▶ <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the tax year ▶ 43		
44	Did the organization maintain any donor advised funds? If "Yes," Form 990 must be completed instead of Form 990-EZ 44		X
45	Is any related organization a controlled entity of the organization within the meaning of section 512(b)(13)? If "Yes," Form 990 must be completed instead of Form 990-EZ 45		X

Part VI Section 501(c)(3) organizations and section 4947(a)(1) nonexempt charitable trusts only. All section 501(c)(3) organizations and section 4947(a)(1) nonexempt charitable trusts must answer questions 46-49b and complete the tables for lines 50 and 51.

	Yes	No
46 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part I	46	
47 Did the organization engage in lobbying activities? If "Yes," complete Schedule C, Part II	47	
48 Is the organization operating a school as described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E	48	
49a Did the organization make any transfers to an exempt non-charitable related organization?	49a	
b If "Yes," was the related organization a section 527 organization?	49b	

50 Complete this table for the organization's five highest compensated employees (other than officers, directors, trustees and key employees) who each received more than \$100,000 of compensation from the organization. If there is none, enter "None."


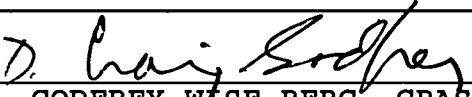
(a) Name and address of each employee paid more than \$100,000	(b) Title and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans & deferred compensation	(e) Expense account and other allowances

f Total number of other employees paid over \$100,000 ▶

51 Complete this table for the organization's five highest compensated independent contractors who each received more than \$100,000 of compensation from the organization. If there is none, enter "None."

(a) Name and address of each independent contractor paid more than \$100,000	(b) Type of service	(c) Compensation

d Total number of other independent contractors each receiving over \$100,000 ▶

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.			
	 Signature of officer		11/2/10 Date	
Kenneth Elmassian, D.O., President Type or print name and title				
Paid Preparer's Use Only	Preparer's signature	 Date		Check if self-employed <input type="checkbox"/>
	Firm's name (or yours if self-employed), address, and ZIP + 4	GODFREY WISE BERG, CPAS & ADVISORS, LLC 1600 ABBOTT ROAD, SUITE 200 EAST LANSING, MI 48823-1971		Preparer's Identifying Number (See instr.) EIN ▶ Phone no ▶ 517-908-0888
	May the IRS discuss this return with the preparer shown above? See instructions ▶ <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No			

SCHEDULE C
(Form 990 or 990-EZ)**Political Campaign and Lobbying Activities**

OMB No 1545-0047

2009**Open to Public Inspection**Department of the Treasury
Internal Revenue Service

For Organizations Exempt From Income Tax Under section 501(c) and section 527

▶ Complete if the organization is described below.

▶ Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.

If the organization answered "Yes," to Form 990, Part IV, line 3, or Form 990-EZ, Part VI, line 46 (Political Campaign Activities), then

- Section 501(c)(3) organizations Complete Parts I-A and B Do not complete Part I-C
- Section 501(c) (other than section 501(c)(3)) organizations Complete Parts I-A and C below Do not complete Part I-B
- Section 527 organizations Complete Part I-A only

If the organization answered "Yes," to Form 990, Part IV, line 4, or Form 990-EZ, Part VI, line 47 (Lobbying Activities), then

- Section 501(c)(3) organizations that have filed Form 5768 (election under section 501(h)) Complete Part II-A Do not complete Part II-B
- Section 501(c)(3) organizations that have NOT filed Form 5768 (election under section 501(h)) Complete Part II-B Do not complete Part II-A

If the organization answered "Yes," to Form 990, Part IV, line 5 (Proxy Tax), then

- Section 501(c)(4), (5), or (6) organizations Complete Part III

Name of organization

MI SOCIETY OF ANESTHESIOLOGISTS

Employer identification number

38-6077098**Part I-A Complete if the organization is exempt under section 501(c) or is a section 527 organization.**

- 1 Provide a description of the organization's direct and indirect political campaign activities in Part IV
- 2 Political expenditures ▶ \$ _ _ _ _ _
- 3 Volunteer hours _ _ _ _ _

Part I-B Complete if the organization is exempt under section 501(c)(3).

- 1 Enter the amount of any excise tax incurred by the organization under section 4955 ▶ \$ _ _ _ _ _
- 2 Enter the amount of any excise tax incurred by organization managers under section 4955 ▶ \$ _ _ _ _ _
- 3 If the organization incurred a section 4955 tax, did it file Form 4720 for this year? ☐ Yes ☐ No
- 4a Was a correction made? ☐ Yes ☐ No
- b If "Yes," describe in Part IV

Part I-C Complete if the organization is exempt under section 501(c), except section 501(c)(3).

- 1 Enter the amount directly expended by the filing organization for section 527 exempt function activities ▶ \$ _ _ _ _ _
- 2 Enter the amount of the filing organization's funds contributed to other organizations for section 527 exempt function activities ▶ \$ _ _ _ _ _
- 3 Total exempt function expenditures Add lines 1 and 2 Enter here and on Form 1120-POL, line 17b ▶ \$ _ _ _ _ _
- 4 Did the filing organization file Form 1120-POL for this year? ☐ Yes ☐ No
- 5 Enter the names, addresses and employer identification number (EIN) of all section 527 political organizations to which payments were made For each organization listed, enter the amount paid from the filing organization's funds Also enter the amount of political contributions received that were promptly and directly delivered to a separate political organization, such as a separate segregated fund or a political action committee (PAC) If additional space is needed, provide information in Part IV

(a) Name	(b) Address	(c) EIN	(d) Amount paid from filing organization's funds If none, enter -0-	(e) Amount of political contributions received and promptly and directly delivered to a separate political organization If none, enter -0-

For Privacy Act and Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ.

Schedule C (Form 990 or 990-EZ) 2009

Part II-A Complete if the organization is exempt under section 501(c)(3) and filed Form 5768 (election under section 501(h)).**A** Check ☐ if the filing organization belongs to an affiliated group.**B** Check ☐ if the filing organization checked box A and "limited control" provisions apply.

Limits on Lobbying Expenditures (The term "expenditures" means amounts paid or incurred.)		(a) Filing organization's totals	(b) Affiliated group totals												
1a Total lobbying expenditures to influence public opinion (grass roots lobbying)															
b Total lobbying expenditures to influence a legislative body (direct lobbying)															
c Total lobbying expenditures (add lines 1a and 1b)															
d Other exempt purpose expenditures															
e Total exempt purpose expenditures (add lines 1c and 1d)															
f Lobbying nontaxable amount. Enter the amount from the following table in both columns															
<table border="1"> <tr> <td>If the amount on line 1e, column (a) or (b) is:</td> <td>The lobbying nontaxable amount is:</td> </tr> <tr> <td>Not over \$500,000</td> <td>20% of the amount on line 1e</td> </tr> <tr> <td>Over \$500,000 but not over \$1,000,000</td> <td>\$100,000 plus 15% of the excess over \$500,000</td> </tr> <tr> <td>Over \$1,000,000 but not over \$1,500,000</td> <td>\$175,000 plus 10% of the excess over \$1,000,000</td> </tr> <tr> <td>Over \$1,500,000 but not over \$17,000,000</td> <td>\$225,000 plus 5% of the excess over \$1,500,000</td> </tr> <tr> <td>Over \$17,000,000</td> <td>\$1,000,000</td> </tr> </table>	If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:	Not over \$500,000	20% of the amount on line 1e	Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000	Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000	Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000	Over \$17,000,000	\$1,000,000			
If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:														
Not over \$500,000	20% of the amount on line 1e														
Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000														
Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000														
Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000														
Over \$17,000,000	\$1,000,000														
g Grassroots nontaxable amount (enter 25% of line 1f)															
h Subtract line 1g from line 1a. If zero or less, enter -0-															
i Subtract line 1f from line 1c. If zero or less, enter -0-															
j If there is an amount other than zero on either line 1h or line 1i, did the organization file Form 4720 reporting section 4911 tax for this year?			<input type="checkbox"/> Yes <input type="checkbox"/> No												

4-Year Averaging Period Under Section 501(h)

(Some organizations that made a section 501(h) election do not have to complete all of the five columns below. See the instructions for lines 2a through 2f on page 4.)

Lobbying Expenditures During 4-Year Averaging Period

Calendar year (or fiscal year beginning in)	(a) 2006	(b) 2007	(c) 2008	(d) 2009	(e) Total
2a Lobbying non-taxable amount					
b Lobbying ceiling amount (150% of line 2a, column(e))					
c Total lobbying expenditures					
d Grassroots nontaxable amount					
e Grassroots ceiling amount (150% of line 2d, column (e))					
f Grassroots lobbying expenditures					

Part II-B Complete if the organization is exempt under section 501(c)(3) and has NOT filed Form 5768 (election under section 501(h)).

	(a)		(b)
	Yes	No	Amount
1 During the year, did the filing organization attempt to influence foreign, national, state or local legislation, including any attempt to influence public opinion on a legislative matter or referendum, through the use of			
a Volunteers?			
b Paid staff or management (include compensation in expenses reported on lines 1c through 1i)?			
c Media advertisements?			
d Mailings to members, legislators, or the public?			
e Publications, or published or broadcast statements?			
f Grants to other organizations for lobbying purposes?			
g Direct contact with legislators, their staffs, government officials, or a legislative body?			
h Rallies, demonstrations, seminars, conventions, speeches, lectures, or any other means?			
i Other activities? If "Yes," describe in Part IV			
j Total. Add lines 1c through 1i			
2a Did the activities in line 1 cause the organization to be not described in section 501(c)(3)?			
b If "Yes," enter the amount of any tax incurred under section 4912			
c If "Yes," enter the amount of any tax incurred by organization managers under section 4912			
d If the filing organization incurred a section 4912 tax, did it file Form 4720 for this year?			

Part III-A Complete if the organization is exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6).

	Yes	No
1 Were substantially all (90% or more) dues received nondeductible by members?		X
2 Did the organization make only in-house lobbying expenditures of \$2,000 or less?		X
3 Did the organization agree to carryover lobbying and political expenditures from the prior year?		X

Part III-B Complete if the organization is exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6) if BOTH Part III-A, lines 1 and 2 are answered "No" OR if Part III-A, line 3 is answered "Yes."

1 Dues, assessments and similar amounts from members	1	144,095
2 Section 162(e) non-deductible lobbying and political expenditures (do not include amounts of political expenses for which the section 527(f) tax was paid).		
a Current year	2a	27,050
b Carryover from last year	2b	-9,617
c Total	2c	17,433
3 Aggregate amount reported in section 6033(e)(1)(A) notices of nondeductible section 162(e) dues	3	20,173
4 If notices were sent and the amount on line 2c exceeds the amount on line 3, what portion of the excess does the organization agree to carryover to the reasonable estimate of nondeductible lobbying and political expenditure next year?	4	
5 Taxable amount of lobbying and political expenditures (see instructions)	5	-2,740

Part IV Supplemental Information

Complete this part to provide the descriptions required for Part I-A, line 1, Part I-B, line 4, Part I-C, line 5, and Part II-B, line 1.
Also, complete this part for any additional information.

Part IV Supplemental Information (continued)

Federal Statements**Statement 1 - Form 990-EZ, Part I, Line 3 - Membership Dues and Assessments**

Description	Amount
MEMBERSHIP DUES	\$ 144,095
TOTAL	\$ 144,095

Statement 2 - Form 990-EZ, Part I, Line 16 - Other Expenses

Description	Amount
EXPENSES	\$
BANK CHARGES	3,905
WEBSITE	2,300
CONFERENCES/MEETINGS	88,181
ADMINISTRATIVE	31,663
LOBBYING	27,050
MONITORING & REGULATORY	33,000
CHARITABLE DONATIONS	4,750
DUES/CME FEES	800
PUBLIC RELATIONS	5,965
MISCELLANEOUS	3,630
TOTAL	\$ 201,244

Statement 3 - Form 990-EZ, Part II, Line 24 - Other Assets

Description	Beginning of Year	End of Year
PREPAID EXPENSES AND DEFERRED CHARGES	\$	\$ 2,300
		2,300

Statement 4 - Form 990-EZ, Part II, Line 26 - Total Liabilities

Description	Beginning of Year	End of Year
DEFERRED REVENUE	\$ 6,220	\$ 8,860
ACCOUNTS PAYABLE	300	
WITHHELD PAYROLL TAXES	402	402
	6,922	9,262

Statement 5 - Form 990-EZ, Part III - Organization's Primary Exempt Purpose**Description**

IT IS THE PURPOSE OF THIS SOCIETY TO ASSOCIATE AND AFFILIATE INTO ONE ORGANIZATION ALL THE REPUTABLE DOCTORS OF MEDICINE IN THE STATE OF MICHIGAN WHO ARE ENGAGED IN THE PRACTICE OF, OR ARE OTHERWISE INTERESTED IN THE MEDICAL SPECIALTY OF ANESTHESIOLOGY; TO ENCOURAGE SPECIALIZATION IN THIS FIELD AND IN OTHER WAYS MAKE AVAILABLE TO MORE PEOPLE THE BENEFITS TO BE DERIVED FROM THE SERVICES OF QUALIFIED ANESTHESIOLOGISTS; TO RAISE THE STANDARDS OF THE SPECIALTY BY FOSTERING AND ENCOURAGING RESEARCH AND SCIENTIFIC PROGRESS IN ANESTHESIOLOGY; TO DISSEMINATE INFORMATION IN REGARD TO ANESTHESIOLOGY; TO PROTECT THE PUBLIC AGAINST IRRESPONSIBLE AND UNQUALIFIED PRACTITIONERS OF ANESTHESIOLOGY; TO SAFEGUARD THE INTERESTS OF ITS MEMBERS, AND IN ALL WAYS TO DEVELOP AND FURTHER THE SPECIALTY OF ANESTHESIOLOGY FOR THE GENERAL ELEVATION OF THE CORPORATE PURPOSES AS DETAILED HEREIN; TO CARRY ON SUCH ORGANIZATION FUNCTIONS AND ACTIVITIES AS ARE DEEMED NECESSARY TO EFFECTIVELY ACCOMPLISH THE ABOVE PURPOSES.

Form 8868 (Rev. 4-2009)

Page 2

• If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only Part II and check this box ☒

Note Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868

• If you are filing for an **Automatic 3-Month Extension**, complete only Part I (on page 1)

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed)

Type or print File by the extended due date for filing the return. See instructions	Name of Exempt Organization		Employer identification number
	MICHIGAN SOCIETY OF ANESTHESIOLOGIS		38-6077098
	Number, street, and room or suite no. If a P.O. box, see instructions. 120 N. WASHINGTON SQUARE 110A		For IRS use only
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. LANSING MI 48933		

Check type of return to be filed (File a separate application for each return).

- | | | | |
|---|---|--------------------------------------|------------------------------------|
| <input type="checkbox"/> Form 990 | <input type="checkbox"/> Form 990-PF | <input type="checkbox"/> Form 1041-A | <input type="checkbox"/> Form 6069 |
| <input type="checkbox"/> Form 990-BL | <input type="checkbox"/> Form 990-T (sec. 401(a) or 408(a) trust) | <input type="checkbox"/> Form 4720 | <input type="checkbox"/> Form 8870 |
| <input checked="" type="checkbox"/> Form 990-EZ | <input type="checkbox"/> Form 990-T (trust other than above) | <input type="checkbox"/> Form 5227 | |

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

• The books are in the care of **GCSI ASSOCIATION SERVICES**

Telephone No **517-346-5088**

FAX No

• If the organization does not have an office or place of business in the United States, check this box ☐

• If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN)

If this is

for the whole group, check this box ☐

If it is for part of the group, check this box ☐

and attach a

list with the names and EINs of all members the extension is for

- 4 I request an additional 3-month extension of time until **11/15/10**
- 5 For calendar year **2009** or other tax year beginning and ending
- 6 If this tax year is for less than 12 months, check reason. ☐ Initial return ☐ Final return ☐ Change in accounting period
- 7 State in detail why you need the extension

INABILITY TO FILE A COMPLETE AND ACCURATE RETURN AT THIS TIME.

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	\$
c Balance Due Subtract line 8b from line 8a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$

Signature and Verification

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature **D. Wang**

Title **CPA**

Date **8/13/10**

Form **8868** (Rev. 4-2009)

**Michigan Society of Anesthesiologists
2009-10 Board Roster**

John Pappas, M.D.

MSA President 2010

*ASA Alt Director (also ASA Alt Del exp 2009)
2011*

294 Barden Road
Bloomfield Hills, MI 48304

Ph. 248.203.9916 F: 248.203.9917
cell: 248.835.9627, Work: 248.964.3000 (Secretary
- Connie), Spectrum cell 248.964.4242

Email: jlpappasmd@comcast.net

Kenneth Elmassian, D.O.

MSA President-Elect 2010

ASA Director, 2009-11 2011

2399 Pine Hollow Drive
East Lansing, MI 48823

Ph: 517.339.2579 F: 517.339.2584
Pager 517.360.0188 Cell 974.2377 Operating Rm
Ph 334.2351 Fx 346.4796

Email: heartgas@comcast.net

Zulfiqar Ahmed, M.D.

ASA Alt Delegate 2009

2865 Woodford Dr
Sterling Heights, MI 48310

Ph F.

Email: zahmedz@yahoo.com

Doug Bez, D.O.

MSA Director, MSMS Delegate (2010) 2011

2015 Birch Bluff Dr
Okemos, MI 48864-5965

Ph F
Pager 360.1310

Email: dbez@aol.com

Joel Bez, D.O.

MSMS Alternate Delegate 2010

ASA Delegate 2011

3806 Viceroy Drive
Okemos, MI 48864

Ph: 517.349.3825 F: 517.349.3826
Pager 517.226.0244, Cell 517.290.1835

Email: jlbez@aol.com

Christopher Wassink, M.D.

MSA Secretary-Treasurer 2010

ASA Delegate 2010

3300 Egypt Valley NE
Ada, MI 49301

Ph 616.682.0695 F: 616.364.7347

Pager 616.479.0794

Email: chris.wassink@comcast.net

Douglas Wiseman, M.D.

MSA Immediate Past President 2010

ASA Delegate 2010

615 Cambridge Blvd SE
Grand Rapids, MI 49506

Ph: 616.243.0236 F: 616.243.5320
Fax (W): 616.774.5422, Pager: 616.479.1325, Cell:
616.292.0656

Email: wisemandoug@gmail.com

Bob Boctor, M.D.

MSA Director 2012

76 Webber Place
Grosse Pointe Shores, MI 48236

Ph, Cell, 248.388.9414 F: 810.667.5705

Pager 810.548.1479

Email: bboctor@med.wayne.edu

Frederick Campbell, M.D.

MSA Director 2011

ASA Alt Delegate 2009

5675 E. Hoxie Rd
Cedar, MI 49621

Ph. 231.935.5770 F: 231.935.5878

Home. 231.932.8624, cell 231.499.9730

Email: fwcampbell3@yahoo.com

Jeffrey Clark, M.D.

MSA Director 2010

ASA Delegate 2011

3990 John Rd.
Detroit, MI 48201

Ph 313.745.8521 F: 248.594.1849

Email: jkc82mda@aol.com

**Michigan Society of Anesthesiologists
2009-10 Board Roster**

**Dean Downs, M.D.
MSA Director 2012**

7351 Oliver Woods, SE
Grand Rapids, MI 49546
Ph 616.676 5838 F 616 364 7347
Email: deandowns@comcast.net

**David Dull, M.D.
ASA Delegate 2010**

3333 Evergreen Dr. NE
Grand Rapids, MI 49525
Ph. 616-391-1568 F: 616.364.7347
Pager: 616.479 5879, Cell 616.581.5468, Home.
616.676.3129
Email: david.dull@spectrum-health.org

**Greg Ghiardi, M.D.
MSA Director 2012 - appointed**

580 W. College Ave.
Marquette, MI 49855
Ph: 906.225.3595 F
Email: greg@upthere.net

**James Grant, M.D.
ASA Assistant Treasurer**

1574 Sodon Lake Drive
Bloomfield Hills, MI 48302
Ph 248 865 8880 F 248.865 8882
Pager 248.992.8801, Drs Lounge 248 898 1889.
Assistant etaylor@beaumont.edu
Email: grant@comcast.net

**Ali Jaffer, M.D.
ASA Alt Delegate 2009**

5070 Brookdale Road
Bloomfield Hills, MI 48304
Ph: H. 248 203.9767 F
Office. 248 898.1905 (Secretary. Kim Fox) Pager
248.992 7387
Email: ali_jaffermd@yahoo.com

**Chris Kreuzer, M.D.
ASA Alt Delegate 2009**

2045 Scarlet Oak Court NE
Ada, MI 49301-8646
Ph: 616 447 0633 F 616.364 7347
cell 616 822.7157, pager 616.479 6487, text pager
at www.myairmail.com
Email: cjkreuzer@hotmail.com

**David Krhovsky, M.D.
MSA PAC Chair appointed**

2248 Shawnee Dr SE
Grand Rapids, MI 49506
Ph F. 616 452.9562
Email: dkrhovsky1@gmail.com

**Scott Kuhnert, M.D.
MSA Director 2011
ASA Alt Delegate 2009**

4640 Hawk Hollow Drive E
Bath, MI 48808
Ph. 517 641 4999 F
w 517.482 2118
Email: scottkuhnert@mac.com

**John LaGorio, M.D.
MSA Director 2010**

1543 Forest Park Road
Norton Shores, MI 49441
Ph 231 557.6387 F. 616 828 5543
Email: j.lagorio@comcast.net

**Asif Malik, M.D.
MSA Director 2012**

2760 Charnwood Drive
Troy, MI 48098
Ph 248.396 2359 F.
Email: amalik1@hfhs.org

**Dominic Monterosso, D.O.
MSA Director 2010
ASA Alt Delegate 2009**

100 5th St Unit #614
Royal Oak, MI 48067
Ph. 734.936 4280 F 734.936.9091
Email: doctors_dm@yahoo.com

**Michigan Society of Anesthesiologists
2009-10 Board Roster**

Michael Mullins, D.O.
MSA Director 2012

2415 Heights Ave.
Lansing, MI 48912

Ph: F:
Email: mullin12@msu.edu

Robert Murray, M.D.
ASA Delegate 2009

19 Elm Park Blvd
Pleasant Ridge, MI 48069

Ph. 248 398 9340 F. 248.551.1032
Home. 248.398 9340 Pager. 248.992.1737 cell
248 898 1737
Email: bob3md@wowway.com

Harry Parr, D.O.
ASA Delegate 2011

4725 Tully Rd.
Bloomfield Hills, MI 48302

Ph: 248 865.8441 F 248.551 1032
Email: harryparr@comcast.net

Matthew Price, M.D.
MSA Director 2011

50791 Chesapeake Drive
Novi, MI 48374.2552

Ph: 248.349 9123 F:
W. 313 982.5159
Email: mpricel@twmi.rr.com

Vijay Saluja, M.D.
MSA Director 2012

3819 Rochester Rd
Royal Oak, MI 48073

Ph: F:
Email: vijaysaluja@gmail.com

Scott Schenck, M.D.
MSA Director 2011

491 Hartfield Dr., SE
Ada, MI 49301

Ph: 616.285 1944, Cell 616 821 1370 F:
Email: scott_schenck@hotmail.com

Donald Siwek, M.D.
MSA Director 2010

2574 Ginger Court
Bloomfield Hills, MI 48304

Ph: F:
Email: siwekmd@comcast.net

Greg Smith, M.D.
MSA Director 2011

ASA Alt Delegate 2009

2138 Locklin Lane
West Bloomfield, MI 48324

Ph: 248 360 4909 F. 248 360 7073
Email: smithgf@comcast.net

Robert Snyder, D.O.
MSA Director 2012

2367 Deer Valley
Midland, MI 48642

Ph. 989 839 3609 (or 1571) F 989 839 1509
Email: drbob67@aol.com

James Szocik, M.D.
MSA Director 2010

1427 Warrington Circle
Ann Arbor, MI 48103

Ph: 734 747.9681 F: 734.936.9091
Email: jszocik@umich.edu

Sam Talsma, M.D.
MSA Director 2010
ASA Alt Delegate 2009

2110 Dorset Rd
Ann Arbor, MI 48104

Ph H. 734 995-2060 F. 734 712-5526
Pager 734 670-0227 dept 734 712-3840
Email: stalsma@a4anes.net

Rosalie Tocco-Bradley, Ph.D., M.D.
ASA Delegate 2010

3664 Deer Ridge Court
Ann Arbor, MI 48105

Ph. 734 663 1981 F: 734 747.7320 (home)
734.670 0228 pager
Email: rtbrad@umich.edu

**Michigan Society of Anesthesiologists
2009-10 Board Roster**

Hong Wang, Ph.D., M.D.

MSA Director 2010

50634 Drakes Bay Dr
Novi, MI 48374

Ph 313 745.8521 F: 313 745 9502

Email: howang@med.wayne.edu

Mark Wedder, D.O.

MSA Director 2011

2020 Cascade Farms Drive SE
Grand Rapids, MI 49546

Ph: 616.676.2227 F:

W: 616 364.4200

Email: wedderma@Hotmail.com

Jeffrey Wilner, M.D.

MSA Director 2012

6791 Crestway Dr
Bloomfield Hills, MI 48301

Ph. 248 855 9931 F. 248 855 1926

Cell. (248) 821-9931

Email: jeff.wilner@gmail.com

Maria Zestos, M.D.

ASA Delegate 2010

3901 Beaubien St
Detroit, MI 48201

Ph. 313 745 5535 F. 313 745 5448

Home 248-380-8882, Cell: 734.812 9814

Email: mzeestos@med.wayne.edu

H. Michael Marsh, M.D.

Non-Voting Member - WSU Program Director

356 Lakeland Ave.

Grosse Pointe, MI 48230

Ph. 313.886.0760 F:

Email: hmarsh@med.wayne.edu

Kevin Tremper, M.D.

Non-Voting Member - UofM Program Director

7227 Pleasant Lake Road
Ann Arbor, MI 48103

Ph: 734 761.5599 I

Email: ktremper@med.umich.edu

Morris Brown, M.D.

**Non-Voting Member - HFH Program Director
2012**

2799 W Grand River Blvd
Detroit, MI 48202

Ph 313 916 7648 F. 313 916 9867

Email: mbrown2@hfhs.org

**COMMITTEE Assignment
Quality and Safety in Cardiac Surgery**

Shyam Parekh

Email: shyam.parekh@ampc.com

Janet Wilczak, M.D.

Email: jmsw52@aol.com

Paul O'Leary, M.D.

Email: pauloleary@comcast.net

Henry Kroll, M.D.

Ph. 313 622 7088 F

Email: Hkroll1@hfhs.org

**BYLAWS OF THE
MICHIGAN SOCIETY OF ANESTHESIOLOGISTS
AS ADOPTED MARCH 8, 2008 and Amended**

I. NAME

1.00 The name of this society is the Michigan Society of Anesthesiologists, also referred to hereafter as "the Society" or as "MSA".

II. PURPOSE

2.00 It shall be the purpose of this Society to associate and affiliate into one organization all the reputable doctors of medicine in the State of Michigan who are engaged in the practice of, or are otherwise interested in the medical specialty of Anesthesiology; to encourage specialization in this field and in other ways make available to more people the benefits to be derived from the services of qualified anesthesiologists; to raise the standards of the specialty by fostering and encouraging research and scientific progress in anesthesiology; to disseminate information in regard to anesthesiology; to protect the public against irresponsible and unqualified practitioners of Anesthesiology; to safeguard the interests of its members, and in all ways to develop and further the specialty of Anesthesiology for the general elevation of the corporate purposes as detailed herein, to carry on such organization functions and activities as are deemed necessary to effectively accomplish the above purposes: PROVIDED, however, that the Society shall engage in no activities that cannot be construed as relevant, incidental, or necessary to its charitable, educational, and scientific purposes.

III. MEMBERSHIP

3.00 Membership in this Society is a privilege and not a right, and is contingent upon compliance with the requirements specified in the Bylaws and the Policies and Procedures Manual of this Society. No person shall be accepted, or be continued, as a member of this Society, except those of good moral character and who adhere to the traditionally high ethical standards of the medical profession.

3.10 The categories of membership of this Society are Active, Affiliate, Educational, Honorary, Life, Medical Student, Resident, and Retired. Members in each category must comply with the requirements for the corresponding membership category in the American Society of Anesthesiologists, and maintenance of continued membership in this Society requires maintenance of membership in the American Society of Anesthesiologists. Members may also be required to comply with such additional requirements and application procedures as may be designated in the Policies and Procedures Manual of the Michigan Society of Anesthesiologists.

3.20 Maintenance of membership requires timely payment of dues and assessments in accordance with these Bylaws and this Society's Policies and Procedures Manual. The Policies and Procedures Manual may designate conditions resulting in automatic loss of membership for non-payment of dues and assessments, provided, however, that such conditions shall assure a grace period of no less than 30 days from final notice prior to loss of membership.

3.30 Privileges of membership

3.31 All members of this Society shall have the privilege of attendance at the scientific and business sessions of this Society's Annual Meeting, and shall be eligible for appointment to appointed positions in the Society, subject to such limitations as may be included in the Policies and Procedures Manual

3.32 Active and Life members shall enjoy all the privileges of membership, specifically including the right to make and second motions and to vote on all matters before the Society at its Annual Meeting and at special meetings of the membership, and to be nominated for and elected to elected positions, plus such other privileges and benefits as the Society and the Board of Directors may grant from time to time or as shall be included in the Policies and Procedures Manual

3.32 Affiliate, Educational, Honorary, Medical Student, Resident, and Retired shall enjoy such privileges and benefits as the Society and Board of Directors shall grant from time to time or as shall be included in the Policies and Procedures Manual.

3.40 The Board of Directors shall include in the Policies and Procedures Manual the necessary provisions for discipline of members, to include

3.41 Procedures for bringing charges, investigation of charges, and determination of whether charges are warranted and supported by sufficient fact or evidence

3.42 Options for punishment, including, but not limited to, censure, suspension of membership, or expulsion from membership (but not for a period to exceed two years)

3.43 Procedures for appeal of initial actions, for re-application for membership once disciplined, and for re-instatement of membership

3.44 If a suspended or expelled member holds any elected or appointed position in the Society, or as a representative of the Society to other bodies, that position shall be automatically vacant.

3.50 The principles of medical ethics of the American Medical Association and of the American Society of Anesthesiologists, as established in writing by each of those organizations, shall govern the conduct of members of this Society. Furthermore, it is considered a fundamental principle of this Society that the efficient and effective medical care of the public rests upon the close personal and confidential relationship between the physician and his/her patient.

IV. OFFICERS, DIRECTORS, AND ELECTIONS

4.00 The Officers of this Society shall be a President, President-Elect, Secretary-Treasurer, and Immediate Past President. No member may hold more than one of these offices at the same time.

4.01 The President-Elect and the Secretary-Treasurer shall be elected by the Society at the Annual Meeting

4.02 The President-Elect shall automatically succeed to the office of President at the conclusion of the term as President-Elect.

4.03 The President shall automatically succeed to the office of Immediate Past President at the conclusion of the term as President.

4.10 This Society shall also elect:

4.11 Members of the Board of Directors consisting of not less than fifteen (15) or more than twenty-seven (27) Directors. Except as provided in Section 4.39 and Section 5 of these Bylaws, all Directors shall be elected at-large by the members. The Directors terms in office shall be staggered with no less than five (5) or more than eight (8) to be elected each year at the Annual Meeting.

4.12 An ASA District Director and ASA Alternate District Director to serve on the Board of Directors of the American Society of Anesthesiologists.

4.13 ASA Delegate(s) and Alternate Delegate(s) to serve as members of the House of Delegates of the American Society of Anesthesiologists

4.14 An MSMS Delegate and Alternate Delegate to serve as members of the House of Delegates of the Michigan State Medical Society.

4.20 To be eligible for election to an officer position, a member shall have been a member of the MSA for no less than two years at the time of election. To be eligible for election to any other elected position, a member must be a member of the MSA in good standing, as defined in the Policies and Procedures Manual, at the time of election.

4.30 Nominations, elections and term of office

4.31 The Nominating Committee shall provide a slate of eligible candidates for open positions (those for which the term of office of the incumbent is scheduled to expire) to be elected at the Annual Meeting of the Society at least four weeks prior to that meeting, and to include each year no less than five and no more than eight candidates for MSA Director positions.

4.31.1 The Nominating Committee, in preparing its slate, shall give consideration first of all to the specific needs of the Society, including appropriate skills and characteristics of candidates for the specific office, and also to the need in any given year, and from year to year, for balanced representation of geographical areas of the Society, as well as of practice mode, gender, age, and other factors it may consider important, but the committee shall not be held to any specific requirements for such balance

4.32 Additional nomination of eligible candidates for any elected position may be made from the floor during the meeting

4.33 If there is a single candidate for an officer position, or for ASA District Director or ASA Alternate District Director, that candidate may be elected by the voting members of the Society at the Annual Meeting by voice vote.

4.34 If the number of candidates for any other elected position (i.e., at-large directors, ASA Delegates and Alternate Delegates, or MSMS Delegate and Alternate Delegate) does not exceed the number of open positions, those candidates may be elected by the voting members of the Society at the Annual Meeting by voice vote

4.35 In all other circumstances, election shall be by the voting members of the Society at the Annual Meeting voting by ballot, cast either in person or by absentee ballot (but not both), with a majority of legal votes cast required for election of officers, the ASA District Director, and the ASA Alternate District Director, and with a plurality required for election to other positions.

4.36 If an elected position requiring a majority for election is not filled by the required majority vote, the candidate receiving the smallest number of votes shall be removed from consideration, and an additional ballot cast, with this procedure repeated until the election is completed.

4.37 If the procedures described herein are not sufficient to cause an election to be completed, the members present at the meeting may, by majority vote, adopt such additional procedures as are necessary to complete the election

4.38 The term of office for those elected at the annual meeting shall commence upon adjournment of the Society's business meeting at which they are elected, and shall conclude at the adjournment of the Society's business meeting most closely corresponding to the end of their term; such terms of office shall be:

4.38.1 For officer positions, two years;

4.38.2 For MSA directors, three years,

4.38.3 For the ASA District Director and ASA Alternate District Director, three years, or such other terms as may be required by the American Society of Anesthesiologists,

4.38.4 For ASA and MSMS Delegate(s) and Alternate Delegate(s), terms consistent with the requirements of the ASA and the MSMS respectively, or, if there are no applicable requirements, terms as provided for in the Policies and Procedures Manual;

4.38.5 Officers and Directors filling vacant positions shall have these as described in Section 4.50 of these Bylaws; and

4.38.6 If an office is not filled by the usual election process for any reason, the incumbent, even though the term of office has expired, will continue in that position and carry out its responsibilities and duties until such time as the election of a successor is completed.

4.39 To the extent that the election process at the Annual Meeting does not fill all eight positions permitted each year for MSA Directors, the Board may elect additional members as MSA Directors, up to the permitted eight positions, for terms corresponding

to that of the unfilled positions, and even if all eight positions are filled, the Board may elect one additional member as an MSA Director for a three-year term each year, if the Board feels this is in the best interests of the Society.

4.40 In addition to those duties specified in these Bylaws, the duties of officers and other elected positions shall be described in the Policies and Procedures Manual, provided that any elected official of the Society may be assigned additional or different duties by the Society, Board of Directors, Executive Committee, or the President, to the extent that such duties do not conflict with these Bylaws.

4.40.1 The President shall preside at all Annual Meetings of the Society, at all meetings of the Board of Directors, and at all meetings of the Executive Committee. If the President chooses not to preside, the President-Elect shall preside, and if both decline to preside, the membership of the body meeting may elect a chair pro-tem, who need not be a member of that body.

4.40.2 The President-Elect shall specifically have the duty and power to carry out the duties of the President in the temporary absence or incapacity of the President, if urgency requires the execution of specific duties. Appointments made by the President-Elect in the absence of the President shall require the approval of the Executive Committee or the Board.

4.50 Vacancies in office result when a position has been filled by election, and the member elected is then unable, for any reason, to complete the term to which the member is elected, or is removed from that position. All matters related to determination of vacancy, if in question, may be resolved by action of the Board of Directors, or between meetings of the Board, if urgent, by action of the Executive Committee. Declaring an office vacant shall require a three-fourths vote of the Board.

4.50.1 A vacancy in the office of President shall be automatically filled by the President-Elect for the balance of the term of office. If the President-Elect thus filling the vacancy serves less than one year as President, the conclusion of that term shall be followed by service of a full term as President. If the office of President-Elect is vacant when a vacancy in the office of President occurs, the Secretary-Treasurer (or, in the absence or vacancy of that office, any other senior member of the Board) shall temporarily carry out the duties of the office of President and shall call a special meeting of the Board of Directors as rapidly as possible, at which meeting the Board shall fill all vacancies, including that of President-Elect, by election.

4.50.2 A vacancy in the office of President-Elect shall ordinarily be filled by election of a new President-Elect by the membership at the next Annual Meeting, and if in mid-term, this election shall be for the remaining term of that office.

4.50.3 A vacancy in the office of ASA District Director shall be filled automatically by the ASA Alternate District Director until the next Annual Meeting, at which time an ASA

District Director shall be elected by the membership for the balance of the term of that office.

4.50.4 At the discretion of the Board of Directors, a vacancy in any other office shall:

- (i) Remain vacant until the next Annual Meeting, at which time the membership shall fill the vacancy by election, for the balance of the term of that office;; or
- (ii) Be filled by the Board of Directors, in such manner as it shall see fit, until the next Annual Meeting, at which time the membership shall fill the vacancy by election, for the balance of the term of that office.

4.50.5 If, in the judgment of the President, the duties of an office must be carried out and cannot wait until the Board meets to fill the vacancy, the President alone may assign the duties of that office to any eligible and qualified member on an interim basis, until the Board or the Annual Meeting fills the vacancy.

4.50.6 If time permits, the Nominating Committee may be consulted for its recommendations for candidates for the filling of vacancies.

4.60 Any member holding any office or other elected position may be removed from that office, with or without cause, prior to the expiration of the term of office, as follows:

4.60.1 By a motion adopted by secret ballot by a two thirds vote of the voting membership present and voting at any Annual Meeting, or at a special meeting called for that purpose; or

4.60.2 By a motion adopted by secret ballot by a three-fourths vote of the voting members present at a regular or special meeting of the Board of Directors, notice having been given in the call to the Board meeting of the intended removal.

V. BOARD OF DIRECTORS, EXECUTIVE COMMITTEE

5.00 The Society shall have a Board of Directors (also referred to as the Board), composed of:

5.01 Voting members, to include the:

5.01.1 Officers of this Society;

5.01.2 MSA Directors;

5.01.3 ASA District Director and Alternate District Director;

5.01.4 ASA Delegate(s) and ASA Alternate Delegate(s); and

5.01.5 MSMS Delegate and MSMS Alternate Delegate.

5.02 Non-voting members, to include the:

5.02.1 The Chairs of the Departments of Anesthesiology at Wayne State University, Henry Ford Hospital, and the University of Michigan, plus such additional Chair(s) of Departments of Anesthesiology in Michigan as designated by act of the Board of Directors, either by action taken each year, or by adoption of policies in the Policies and Procedures Manual

5.02.2 The four officers of the Resident Physician Section

5.03 Each voting member of the Board of Directors shall have exactly one vote on the Board, even if that member holds more than one of the positions on the Board.

5.10 The Board of Directors shall have the following powers and/or duties:

5.10.1 to take all actions that are required to maintain and operate this Society between meetings of the membership,

5.10.2 to take all actions that these Bylaws otherwise grant to the membership during its annual meeting, between meetings of the membership, except the:

(i) election of officers (as distinguished from filling vacancies in office, and except the election of MSA Directors by the Board as provided for in these Bylaws);

(ii) amendment of bylaws; and

(iii) actions in conflict with actions or policies adopted by the membership during an annual meeting.

5.10.3 to adopt and amend the content of this Society's Policies and Procedures Manual, by majority vote, unless a different vote requirement is directed by the Society or by the Board of Directors, provided that no provisions of that manual shall conflict with these Bylaws, with this manual to include, but not be limited to:

(i) policies governing details of committee structure, duties, and operations;

(ii) policies governing the duties of officers and other elected leaders and representatives of this Society;

- (iii) policies governing programs and activities to promote the interests of the medical specialty of anesthesiology and of the members of this Society;
- (iv) policies governing membership application, payment of dues and assessments, and maintenance of membership; and
- (v) policies and procedures related to disciplinary matters of this Society against its own members.

5.10.4 to take such actions as are necessary to carry out the directions of the membership as adopted during an Annual Meeting;

5.10.5 to take all actions necessary to carry out duties assigned to the Board elsewhere in these Bylaws,

5.10.6 to manage the fiscal affairs of this Society between meetings of the membership, with final authority, and in this area alone, not bound by prior actions of the membership, although such actions should be given serious consideration by the Board,

5.10.7 to set annual dues for each membership category by majority vote, and to levy assessments on members in some or all membership categories by three fourths vote, of those present and voting at a meeting of the Board of Directors,

5.10.8 to indemnify any person for any liability, claim, or expenses incurred, or to be incurred, by actions taken by that person as an elected official or employee of the Society, with the details of any such indemnification policies provided in the Policies and Procedures Manual, and with additional indemnification beyond that in the Manual allowed by action of the Board; and

5.10.9 to establish additional committees of the Board of Directors as necessary to facilitate the conduct of its business.

5.20 The Board of Directors shall meet regularly in association with the annual meeting of the society, and at such other times as the Board of Directors shall determine at that meeting and at any subsequent meetings, with all business properly within the powers of the Board permissible at such regular meetings

5.20.1 Special meetings of the Board of Directors may be called by the President, or by majority vote of the Executive Committee, or by petition by a majority of the entire voting membership of the Board, for conduct of specific business.

- (i) The Secretary-Treasurer or the President shall set the date, time and place of the special meeting to occur within thirty days or less, and shall provide written notice of the meeting, by first class mail postmarked no less than two weeks prior to the date of the meeting, to all members of the Board at their most recent

address on record, said notice including the date, time, place, and business to be conducted

(ii) No other business may be conducted at a special meeting of the Board except that business specified in the call to the meeting, and any closely related matters needed to implement the business for which notice was given.

5.21 Meetings of the Board of Directors shall be open to all voting and non-voting members of the Board, and the chairs of all Standing and Special Committees of this Society and of the Board, and such other members of the Society that the Board may approve for attendance as guests.

5.22 Only voting members of the Board of Directors may make motions, second motions, and vote on actions of the Board of Directors

5.23 Both voting and non-voting members shall have equal privileges of debate on all matters before the Board of Directors, and chairs of committees shall have equal privileges of debate on all matters pertaining to the activities of their committee. Others attending board meetings shall not have the privilege of debate, except as granted by majority vote of the Board.

5.24 On matters dealing with contracts, evaluation of staff, discipline of members, and such other matters as the voting members of the Board may determine by majority vote, the Board may go into executive session by majority vote, during which time only voting members of the Board may be in attendance and participate in the business of the Board, except to the extent that the Board, by majority vote, chooses to permit the attendance of any person whose presence is felt to be necessary to assist in the deliberations at hand. Members of the Board are obliged to honor the secrecy of such executive sessions, and are subject to disciplinary action by the Board if such obligation is violated.

5.25 A quorum is necessary at meetings of the Board of Directors to take any action. A quorum shall be one third of the total voting membership of the Board.

5.26 This Society shall have an Executive Committee, composed of:

5.26.1 Voting members:

(i) The President, President-Elect, Secretary-Treasurer, Immediate Past President, and no less than one (1) nor more than five (5) additional members who must be either voting or non-voting members of the Board of Directors, or Standing Committee chairs, who may be elected annually by the Board, or who may be designated by the Board in the Policies and Procedures Manual as members of the Executive Committee by virtue of the positions they may hold in the Society.

(ii) Non-voting members consisting of such additional non-voting members, who must be either voting or non-voting members of the Board, or Standing Committee Chairs, as the voting members of the Executive Committee shall determine, but not to exceed four in number.

5.27 The Executive Committee may invite such other MSA members or staff as it feels appropriate, as determined by majority vote of the voting members of the Executive Committee, or by invitation of the President, to participate in the deliberations of the Executive Committee, either on a regular basis, or for any specific meeting, or during the consideration of any specific matter or matters, to the extent that the Executive Committee determines.

5.28 The Executive Committee shall meet at the call of the President, and may exercise the powers of the Board of Directors between meetings of the Board, but not to include:

5.28.1 Adoption or amendment of the content of the Policies and Procedures Manual;

5.28.2 Setting dues or establishing assessments; or

5.28.3 Filling vacancies in office and/or election of Directors as provided under Section 4.39, except such powers as these Bylaws elsewhere grant regarding resolution of questions of vacancy.

5.29 A quorum is necessary at meetings of the Executive Committee to take any action. A quorum shall be half of the total voting membership of the Executive Committee.

5.30 The Board of Directors may adopt such procedural rules for the conduct of its meetings, or for the meetings of the Executive Committee, as it sees fit from time to time, by inclusion of such rules in the Policies and Procedures Manual. Such rules, to the extent that they may conflict with the rules in the adopted parliamentary authority, shall have precedence over the parliamentary authority, but these rules may not conflict with the Bylaws of this Society.

VI. MEETINGS

6.00 There shall be an Annual Meeting of the membership of this Society, held at the time and place fixed by the Board of Directors, and with such registration fees as the Board of Directors may determine.

6.01 The Annual Meeting shall include a business meeting to conduct the business of this Society as required elsewhere in these Bylaws, and such other business as the Board of Directors and the Society shall determine.

6.02 The Annual Meeting may include educational sessions and other activities as the Board of Directors and the Society shall determine.

6.03 The Policies and Procedures Manual shall include those details of administration of the Annual Meeting not provided for in these Bylaws, and the Board of Directors may determine any matters related to the conduct of the Annual Meeting for which there is no other provision.

6.10 Special meetings of the membership of the Society may be called by the Board of Directors by majority vote during a meeting of the Board, or by the affirmative vote of a majority of the entire voting membership of the Board of Directors without a meeting, as indicated by postal mail or email to the Secretary-Treasurer or to that officer's designee, or to the President, or by petition of no less than 10% of the active membership of the Society delivered to the Secretary-Treasurer or to the President of the Society.

6.11 A call for a special meeting, either by the Board or by a membership petition, must include the specific purpose for which that meeting is being called

6.12 A special meeting having been called by the Board or by petition from the membership, the Executive Committee shall set the date, time and place of the special meeting to occur within sixty days or less, and shall provide written notice of the meeting, by first class mail postmarked no less than two weeks prior to the date of the meeting, to all members of the Society at their most recent address on record, said notice including the date, time, place, and business to be conducted.

6.13 No other business may be conducted at a special meeting of the membership except that business specified in the call to the meeting, and any closely related matters needed to implement the business for which notice was given

6.20 A quorum is necessary at an Annual Meeting or at a special meeting of the Society for the members to take action. A quorum shall be twenty-five members. Members must attend special meetings in person to participate in the business of that meeting. Members must attend the

Annual Meeting in person to participate in the deliberations and votes of the Annual Meeting, except:

6.20.1 Any member may be nominated for and elected to any elected position at the Annual Meeting without being present; and

6.20.2 Members residing more than 200 miles from the site of the Annual Meeting may vote in elections by absentee ballot, subject to such requirements as may be designated in the Policies and Procedures Manual.

6.30 Meetings of this Society's Board of Directors, Executive Committee, Standing committees, Special committees, or other constituent bodies, other than the Annual Meeting and special meetings of the membership, may be held by telephone conference call, video conference, web-based conference, or other technology, either in place of, or as a supplement to a physical meeting, provided the technology permits all members in attendance, either in person or via the technology utilized, to hear all other members in attendance simultaneously. and attendance at such a meeting by the technology utilized shall be equivalent to attendance in person. The Policies and Procedures Manual may include rules governing such meetings, as necessary.

VII. COMMITTEES

7.00 The Society shall have the following Standing Committees.

7.0.1 Committee on Bylaws and Rules

7.0.2 Committee on Practice Management

7.0.3 Committee on Governmental Affairs

7.0.4 Committee on Continuing Medical Education

7.0.5 Committee on Membership

7.0.6 Committee on Finance

7.0.7 Committee on Communications

7.0.8 Committee on Pain Management

7.0.9 Judicial Committee

7.0.10 Nominating Committee

7.10 Except as otherwise provided in these Bylaws or in the Policies and Procedures Manual, the chair and membership of all committees shall be appointed by the President, who may make these appointments late in his/her term as President-Elect in anticipation of the term as President.

7.10.1 The Judicial Committee shall be composed of five to seven members who have previously served as officers of the Society, but may not include current officers.

7.10.2 The Nominating Committee shall be composed of the President Elect as chair, and four additional members elected by the Board of Directors.

7.20 All committees shall have their duties established in the Policies and Procedures Manual, in addition to any specific duties in these Bylaws, and may have additional duties assigned to them by the Annual Meeting, the Board, the Executive Committee, or the President.

7.20.1 The Judicial Committee shall consider all matters regarding disciplinary proceedings, as detailed in the Policies and Procedures Manual, and in keeping with the rules therein, making recommendations which the disciplined member may accept without further action, or which the member may appeal to the Board of Directors for final decision.

7.30 The Society may have special committees from time to time, as needed.

7.30.1 The President may, with the approval of the Executive Committee or the Board, establish special committees

7.30.2 The Executive Committee or the Board may, by adoption of a motion, establish special committees.

7.30.3 The members at an Annual Meeting may, by adoption of a motion, establish special committees.

7.30.4 Unless the motion establishing a special committee provides otherwise, the chair and membership of special committees shall be appointed by the President.

7.30.5 Unless otherwise provided in the motion establishing them, each special committee shall continue until the adjournment of the next Annual Meeting following their establishment, or if established by the President, until the end of the President's term, after which it will cease to exist, unless re-established for the ensuing year or term in the same manner as a new special committee

7.30.6 The duties of a special committee shall be assigned to it by the President, or if established by motion, by the motion establishing it, and additional duties may be assigned to any special committee by the Annual Meeting, the Board, the Executive Committee, or the President.

7.40 The powers of both Standing Committees and Special Committees shall be limited to those duties and powers assigned to the committee in the Bylaws and in the Policies and Procedures Manual, although the Annual Meeting or the Board may delegate additional powers to act to committees, except those powers specifically assigned to other bodies in these Bylaws.

VIII. PARLIAMENTARY AUTHORITY

8.00 The latest edition of *The Standard Code of Parliamentary Procedure* (original editions authored by Alice Sturgis) shall govern the affairs and meetings of this Society except when in conflict with these Bylaws or when in conflict with any other rules or provisions adopted by this Society or by its Board of Directors.

IX. AMENDMENTS

9.00 These Bylaws may be amended at any Annual Meeting, or at any special membership meeting called for that purpose, by a two-thirds vote of the members present and voting at that meeting.

9.0.1 Amendments to these Bylaws may be originated by any member of this Society. The exact language of an amendment originated by a member of this Society must be submitted to the Board of Directors at least 90 days prior to the Annual Meeting of the Society, and the Board of Directors will then present the amendment at the Annual Meeting and may include the Board's recommendation for action. The Board may ask the Committee on Bylaws and Rules to review the amendment as well and to provide recommendations for action.

9.0.2 Amendments to these Bylaws may be originated by the Committee on Bylaws and Rules, if the purpose of such amendments is to clarify ambiguous provisions in the Bylaws, or to bring the Bylaws into consistency with current practice, or if the general intent of the amendment is directed by the Board or the Annual Meeting. Amendments originated by the Bylaws and Rules Committee must be submitted to the Board of Directors at least 30 days prior to the Annual Meeting of the Society, and the Board of Directors will then present the amendment at the Annual Meeting and may include the Board's recommendation for action.

9.0.3 Amendments to these Bylaws may be originated by the Board of Directors. Amendments originated by the Board may be submitted to the Annual Meeting without advance notice, or to a special meeting called for the purpose of acting on the amendment, in which case the call to the meeting must include the proposed amendment.

9.10 A complete revision of these Bylaws may be ordered by an Annual Meeting or by direction of the Board.

9.10.1 If ordered, a special committee will be appointed to prepare the proposed revision.

9.10.2 The proposed revision will be presented to the next Annual Meeting that occurs, provided at least 90 days have passed since it was ordered.

9.10.3 The proposed revision will be open to full amendment from the floor at the Annual Meeting at which it is considered, with no limitations on such amendments as to scope of notice.

9.10.4 Adoption of the proposed revision will require a majority vote of those present and voting at the Annual Meeting, and if adopted, the proposed revision will completely replace the previously existing Bylaws.

9.10.5 If a revision is ordered, no other amendments to the existing Bylaws may be considered at the meeting at which the revision is considered, unless the revision is not adopted.

Amendments:

February 28, 2009