



BYLAWS OF THE INTERNATIONAL ADVISORY BOARD OF THE AMERICAN ACADEMY OF OTOLARYNGOLOGY-HEAD AND NECK SURGERY FOUNDATION (AAO-HNSF)

Article I. Purpose

The AAO-HNSF INTERNATIONAL ADVISORY BOARD (IAB) shall function as an advisory body to the AAO-HNSF Board of Directors (BOD) to:

- (a) Act as an avenue of communication between the BOD, AAO-HNS membership and international otolaryngology—head and neck surgery organizations/societies worldwide to further and solidify a shared global commitment to excellence demonstrated by the members of our specialty;
- (b) Make recommendations regarding the programs and policies of the AAO-HNSF that foster a global otolaryngology community and promote the highest standards in clinical care through communication, education, research, and collaboration;
- (c) Strengthen and enhance information exchange among Global ENT Societies and the AAO-HNSF; and
- (d) Support the general good of patients, the specialty, and the medical profession.

Article II. IAB Membership

Section 1. IAB Executive Committee

The Executive Committee (EC) is the administrative arm of the IAB. It comprises the Chair, the Vice Chair, Immediate Past Chair (non-voting), AAO-HNS/F Past President, AAO-HNS/F EVP/CEO, and Coordinator for International Affairs. Both the Chair and Vice Chair will be international members (non-Americans)

Section 2. IAB General Assembly Membership

The primary organ of the (IAB) is the General Assembly. The IAB General Assembly meeting is held annually at the AAO-HNSF Annual Meeting & OTO Experience and is the primary forum for the ICS members. Its membership is divided into two categories:

- a) Delegates representing International Corresponding Societies (ICS) affiliated with the AAO-HNSF. ICS are otolaryngology organizations around the world that have entered into an informal corresponding relationship with AAO-HNSF.

Each ICS should appoint an individual to serve as the society's delegate to represent the ICS at the IAB General Assembly meeting.

- b) Ten (10) individual international members who serve as At-large Representatives for regions, countries and/or other societies as deemed appropriate by the Executive Committee.

Article III. Governance and Representation

Section 1. AAO-HNS Membership Requirement

ICS representatives/delegates to the IAB are required to be current Active, Life, Retired, or Resident/Fellow members of the AAO-HNS.

Section 2. International Corresponding Societies (ICS)

Each ICS must appoint an individual from among its membership to serve as IAB representative and will serve as Delegate to the IAB General Assembly. A Delegate serves as the member society's voting representative to the IAB.

Section 3. Alternate Delegates

Each ICS must appoint one individual from among its membership to serve as Alternate Delegate to the IAB General Assembly.

The Alternate Delegate may be designated to serve in place of the IAB Representative/Delegate as a voting member at an IAB General Assembly if the Delegate cannot attend.

Section 4. At-large Representatives

Ten (10) individual At-large Representatives for countries and/or regions not already robustly represented by ICS affiliated network will serve on the General Assembly.

Section 5. Term of Office

The term of office of Delegates and Alternate Delegates shall be determined by their respective ICS member societies. Delegates and Alternate Delegates may be reappointed at the discretion of their respective member societies.

Article IV. Officers

Section 1. Designation of Officers

The IAB Executive Committee includes the officers of the IAB: Chair, Vice Chair, Immediate Past Chair, AAO/HNS/F Immediate Past President, AAO-HNS/F EVP/CEO, and Coordinator for International Affairs.

Section 2. IAB Chair

The IAB Chair shall be elected by the IAB from among its voting members to serve for a two (2) year term.

At the completion of the term as IAB Chair, he/she will serve as Immediate Past Chair.

The IAB Chair shall preside at all meetings of the IAB and shall report on the recommendations and actions of the IAB to the BOD.

Section 3. IAB Vice Chair

The IAB Vice Chair shall be elected by the IAB from among its voting members for a two (2) year term. In the event that the Chair is unable to fulfill his/her term of office, the Vice Chair shall become Chair for the remainder of that Chair's term.

Section 4. IAB Immediate Past Chair

The IAB Immediate Past Chair shall serve for a two (2) year term immediately following his/her term as IAB Chair.

Section 5. AAO-HNS/F Immediate Past President

The AAO-HNS/F Immediate Past President was the President in the previous AAO-HNS/F administration. The AAO-HNS/F Immediate Past President serves a one (1) year term.

Section 6. AAO-HNS/F Executive Vice President (EVP)/Chief Executive Officer (CEO)

The AAO-HNS/F EVP/CEO is the most senior staff member and day-to-day manager of the AAO-HNS/F. The AAO-HNS/F EVP/CEO serves on the EC for the duration of his or her tenure as EVP/CEO.

Section 7. AAO-HNSF Coordinator for International Affairs

The AAO-HNSF Coordinator for International Affairs is responsible, in coordination with the IAB Chair, to develop and advise about global affairs of the Foundation. The AAO-HNSF Coordinator for International Affairs serves on the EC for the duration of his/her tenure as AAO-HNSF Coordinator for International Affairs.

Section 8. IAB Elections

The IAB will call for nominations by members of the IAB. The Executive Committee of the IAB will draw up a shortlist of candidates from the nominations received. The Chair and the Vice Chair will be elected from the shortlisted candidates.

The Chair and Vice Chair will be elected by the voting members of the IAB (i.e., Delegates or Alternate Delegates, and At-large Representatives pursuant to Article III, Sections 2, 3 and 4) present at the meeting of the IAB General Assembly. No proxy votes are allowed.

Article V. Meetings

Section 1. Dates and Places

IAB General Assembly meetings shall be held annually at the AAO-HNSF Annual Meeting & OTO Experience.

Section 2. Quorum

A quorum is required to conduct any IAB business. For the General Assembly, a quorum shall occur as long as one-fifth of voting members and at least a majority of the EC are in attendance.

Attendance by a majority of the voting members of the EC shall be sufficient to establish a quorum for conducting business at any meeting of the EC.

Section 3. Voting

If a quorum is present, a majority vote of the Delegates and At-large Representatives present (or designated Alternate Delegates attending the meeting in lieu of IAB Representatives/Delegates as per Article III, Section 3) shall be required to constitute action by the IAB.

Each voting member shall only have a single vote, even if he/she is representing more than one society. It is recommended that societies designate an Alternate Delegate in such cases to ensure representation during votes. In the year the ICS representative is the IAB Chair the ICS can designate another member to represent the ICS and vote.

The IAB Vice Chair casts the vote on behalf of his/her respective ICS, and serves as the voting Delegate.

The IAB Chair will cast his/her vote for IAB officers during the election process. The ballot will be placed in a separate sealed envelope and given to the IAB staff liaison who serves as the teller. The envelope shall only be opened in the case of a tie, in which case only the Chair's vote for the election which resulted in a tie will be counted. After ballot counting is complete, the results will be returned to the Chair.

Section 4. Proxy Voting

There shall be no proxy voting permitted at any IAB meeting

Section 5. Proposal of Resolutions

Resolutions from the IAB must be submitted to IAB staff at least thirty (30) days prior to the IAB General Assembly meeting. Resolutions from the floor will be heard solely at the discretion of the IAB Chair. Only Delegates (or designated Alternate Delegates attending the meeting in lieu of an IAB Representative/Delegate as per Article III, Section 3) and At-large Representatives shall have the power to propose or second resolutions.

Article VI. International Advisory Board (IAB) Committees

Section 1. IAB Committees

IAB EC has the authority to form committees and/or special tasks force to advance the IAB goals and objectives as defined in Article I of these bylaws.

Article VII. Amendment to Bylaws

Section 1. Amendments and BOD Approval

Proposals for amending or repealing these bylaws, or for adopting new bylaws, may be presented and acted upon at any IAB General Assembly meeting by an affirmative vote of a majority of the voting members present and voting; provided, however, that written notice of such proposed action was given to each voting member of the IAB at least seven (7) but less than forty-five (45) days before the meeting at which such action is to be considered. Such recommended action will then be presented to the BOD for approval or other appropriate action.

Article VIII. Rules of Order

Section 1. Robert's Rules of Order

The most recent edition of "Robert's Rules of Order" shall govern the meetings of the IAB, its Executive Committee, and Delegates and At-large Representatives.