

BYLAWS
OF
THE VIRGINIA SOCIETY OF OTOLARYGOLOGY-
HEAD AND NECK SURGERY, INC.

ARTICLE I - GUIDE OF CONDUCT

1. The Society adopts the Medical Code of Ethics of The American Medical Association, and the Society and its members shall conform to such Code of Ethics as the same may be interpreted from time to time by the Board of Directors of The Virginia Society of Otolaryngology-Head and Neck Surgery, Inc.
2. The members of the Society accept the principle that publicity for personal gain or aggrandizement shall not be condoned. When information is to be presented in any form to the general public, the information should be channeled through appropriate bodies representing the local, state or national societies before public release. Premature announcements of research or clinical investigations must be avoided. The identification of individuals, clinics or institutions will not be acceptable except in scientific publications or authorized releases. Matters of public educational interest presented before the Society should be disseminated through the officers of the Society and not directly to the press or public by individual members. Violations of the principles embodied in this Guide may jeopardize a member's standing and subject him to reprimand, suspension or expulsion.
3. Charges of misconduct by a member reflecting discredit upon the Society may be submitted to the Board of Directors or to any officer of the Society by any member in good standing. If such charges are admitted or proven, the Board of Directors shall recommend at the next annual meeting of members that the Society reprimand, suspend or expel the member so accused. Any adverse action shall require the affirmative vote of at least two-thirds of the members present and entitled to vote at the annual meeting.

ARTICLE II – MEMBERS

Membership in the corporation is limited to individuals who are engaged in the study or practice of otolaryngology or related disciplines. The classes of members, and the qualifications and right of members, are as follows:

1. Active Members:

- a. Each Active Member shall either possess a certificate of qualification from the American Board of Otolaryngology or have been an Associate Member for ten years or possess a certificate of qualification from an American Board in a specialty related to otolaryngology. Applications will be considered on an individual basis. Membership in the Medical Society of Virginia and applicant's respective local medical society is encouraged. A person desiring to become an Active Member shall file with the Secretary- Treasurer such application for membership as the Board of Directors may from time to time specify, which application shall be endorsed by two Active Members in good standing and shall be accompanied by such application fee as may from time to time be required by the Board of Directors. The application shall be forwarded by the Secretary to the Board of Directors for consideration at the next regular meeting of the Board of Directors. If the Board of Directors approves the application, the applicant: shall become a Temporary Member. The application shall then be presented to the members at the next annual meeting of the corporation. If the application is approved by receiving an affirmative vote of at least two-thirds of the members present and entitled to vote at the annual meeting, the applicant shall become an Active Member. If the applicant should fail to receive an affirmative vote of at least two-thirds of members present and entitled to vote, the individual will not retain Temporary Member status.

- b. Active Members shall pay such dues as may from time to time be fixed by the Board of Directors.
- c. Only Active Members shall be entitled to serve as officers and elected directors of the corporation.
- d. Active Members shall have the sole right to vote at all meetings of members, each Active Member having the right to one vote.
- e. Each person who was an Active Member in good standing with "The Virginia Society of Otolaryngology, Inc." on the date of incorporation of this corporation, and is engaged in the study or practice of otolaryngology or related disciplines shall automatically be an Active Member of this corporation.

2. Associate Members

- a. Each Associate Member shall be eligible to take the American Board of Otolaryngology or be eligible to take an American Board examination in a specialty related to otolaryngology. Applications will be considered on an individual basis. Membership in the Medical Society of Virginia and applicant's respective local medical society is encouraged. A person desiring to become an Associate Member shall file with the Secretary-Treasurer such application for membership as the Board of Directors may from time to time specify, which application shall be endorsed by two Active Members in good standing and shall be accompanied by such application fee as may from time to time be required by the Board of Directors. The application shall be forwarded by the Secretary to the Board of Directors. If the Board of Directors approves the application, the applicant: shall become a Temporary Associate Member. The application shall then be presented to the members at the next annual meeting of the corporation If the application is approved by receiving an affirmative vote of at least two- thirds of the members present and entitled to vote at the annual meeting the applicant shall become an

Associate Member. If the applicant should fail to receive an affirmative vote of at least two-thirds of the members present and entitled to vote, he will not retain Temporary Associate Member status.

- b. Associate Members shall pay such annual dues as may from time to time be fixed by the Board of Directors.
- c. Associate Members shall not be entitled to serve as officers or directors of the corporation and shall not be entitled to vote.
- d. An Associate Member shall become an Active Member upon certification from the American Board of Otolaryngology.
- e. Each individual who was an Associate Member in good standing with "The Virginia Society of Otolaryngology, Inc." on the date of incorporation of this corporation and is engaged in the study or practice of otolaryngology or related subjects shall automatically be an Associate Member of this corporation. For purposes of the ten year period mentioned in Section 3A (1), such individual shall be deemed to have become an Associate Member of this corporation on the date he became or was deemed to have become an Associate Member of "The Virginia Society of Otolaryngology, Inc."

3. Emeritus Members

- a. An Emeritus Member shall be an Active or Associate Member who has attained the age of 65, who is no longer engaged in the full time practice of medicine, and whose status as an Emeritus Member has been approved by the Board of Directors.
- b. Each individual who was an Emeritus Member in good standing with "The Virginia Society of Otolaryngology, Inc." on the date of incorporation of this corporation and has been engaged in the study or practice of otolaryngology or related subjects shall automatically be an Emeritus Member of this corporation.

- c. Emeritus Members shall not be required to pay dues, shall not be entitled to serve as officers or elected directors of the corporation and shall not be entitled to vote.

4. Resident Members

- a. A Resident Member shall be a resident physician in good standing who is actively engaged in an approved otolaryngology training program within the state of Virginia.
- b. Resident Members shall not be required to pay dues, shall not be entitled to serve as officers or directors of the corporation and shall not be entitled to vote.

5. Honorary Members

- a. An Honorary Member shall be a physician or scientist of distinction whom the corporation desires to recognize and whose status as an Honorary Member has been approved by the Board of Directors and the members of the corporation.
- b. Each individual who was an Honorary Member in good standing with the Virginia Society of Otolaryngology Inc." on the date of incorporation of this corporation shall automatically be an Honorary Member of this corporation.
- c. Honorary Members shall be encouraged to participate in the scientific activities of the corporation, but shall not be required to pay dues, shall not be entitled to serve as officers or directors of the corporation and shall not be entitled to vote.

ARTICLE III - MEETINGS OF MEMBERS

1. An annual meeting of the members shall be held each year on such date and at such place as the Board of Directors may designate from time to time.
2. As provided in “Article II, Members,” above, only Active Members shall be entitled to vote.
3. At any meeting of the general membership, the presence of members holding one-tenth of the votes entitled to be cast, represented in person or by proxy, shall constitute a quorum. The vote of a majority of the votes entitled to be cast by the members present or represented by proxy at a meeting at which a quorum is present shall be necessary for the adoption of any matter voted upon by the members.
4. At each annual meeting, the members shall elect a President-Elect, a Vice-President, a Secretary, and a Treasurer for a term of one year. The elections shall be by secret ballot, by viva voce or by standing vote, as the majority of members entitled to vote may determine. A majority of the votes cast shall be necessary to elect.
5. At each annual meeting of the Society, any vacant positions on the Board of Directors shall be filled by general election by the membership. An initial slate of nominees shall be proposed by the Nominating Committee of the Board of Directors; additional nominations may be made by any Active Member of the Society during the annual meeting. Each member entitled to vote shall vote for not more than one nominee for each position to be filled, and the nominees receiving the largest number of votes for each vacant position shall be elected. If there is more than one (1) nominee for a position to be filled, the election shall be by secret ballot. In the event of a tie, the President shall cast the deciding vote.
6. The length and character of scientific presentations at the annual meeting shall be determined by the Program Committee.
7. All papers presented at the annual meeting of the Society shall be the property of the writer.

ARTICLE IV – OFFICERS

1. The President shall preside at all meetings of the Society and shall appoint all committees not otherwise provided for, shall cast the deciding vote in the case of a tie, shall perform such other duties as custom and parliamentary usage require, shall serve as an ex officio member of all committees, and shall have general supervision and management of the affairs of the Society. The term of office of the President shall be one year at the end of which he* shall automatically succeed to the office of Chairman of the Board of Directors. (*For the remainder of this document, the male gender will be used exclusively for the purpose of maintaining clarity and simplicity, rather than the more cumbersome “he/she”, “his/her,” etc, however it is assumed that all pronoun references are to be considered gender neutral).
2. The Vice-President shall perform such duties as may be required of him by the President or the Board of Directors of the Society and shall assist the President in the discharge of the President’s duties. He shall preside at all meetings of the Society in the absence of the President. The term of office of the Vice-President shall be one year. The Vice-President may be elected to serve as President Elect.
3. The President-Elect shall assist the President and shall perform such duties as may be required of him by the President or the Board of Directors of the Society. In the absence of the President or Vice-President, he shall preside at all meetings of the Society. In the event of the death, resignation or removal of the President, the President-Elect shall succeed him as President. In this event, the President-Elect will then remain in the office of President for the following year to serve his elected year, as per the general rules of succession of this office. The term of office of the President-Elect shall be one year at the end of which he shall automatically succeed to the office of President.
4. The Secretary shall keep the minutes of all meetings of the members of the Board of Directors, shall serve all notices, shall present all pertinent communications before the proper committees, shall be custodian of the records including a current and complete permanent record of the bylaws of the Society, shall sign contracts

- and agreements as authorized by the Board of Directors and the Society, shall conduct the correspondence incident to this office, and shall perform such other duties as the President or the Board of Directors of the Society may require. Additionally, the Secretary shall be a member of the Program Committee, shall encourage membership in the Society by means of a recruitment campaign and shall be managing editor of any official publications or newsletter. The term of office of the Secretary shall be one year and he may be re-elected to succeed himself.
5. The Treasurer shall collect, have custody of and be responsible for all funds of the Society, shall keep an accurate account of such funds, shall pay all just bills when due and funds are available, and shall submit quarterly and annual financial reports. The term of office of the Treasurer shall be one year and he may be re-elected to succeed himself.
 6. All checks, drafts, notes and orders for the payment of money issued by the Society and the contracts and other documents requiring the signature of the Society shall be signed by such officer or officers or such other person or persons as may be provided in these Bylaws or as the Board of Directors may from time to time designate.
 7. The terms of office for all elected officers of the Board of Directors shall begin immediately following elections held at the annual meeting of the Society.

ARTICLE V - BOARD OF DIRECTORS

1. The voting membership of Board of Directors shall be composed of the Chairman, six elected members at large, the President, the President-Elect, the Vice President, the Secretary, the Treasurer and the Governor to the Board of Governors of the American Academy of Otolaryngology - Head and Neck Surgery.
1. A quorum for a meeting of the board of directors shall consist of a simple majority of the number of directors prescribed in the Articles of Incorporation and restated in Section 1 above, who are in office immediately before the meeting begins. The vote of a majority of the votes entitled to be cast by the voting

- members of the Board of Directors present or represented by proxy, either written or electronically submitted via email, at a meeting at which a quorum is present shall be necessary for the adoption of any matter voted upon by the Board of Directors.
2. The term for all voting positions of the Board of Directors listed in Section 1 shall be three years, with the exception of officer positions, whose term lengths are specified in Article IV above. In the event of the death, resignation or removal of a voting member of the Board of Directors, the Board has the authority to fill this vacancy. Nominations and thereafter election for the position will be made by the voting membership of the Board. Each member shall cast one vote, and the nominee receiving the most votes shall be elected. In this event, the elected board member shall serve the time remaining in the term of the originally elected Board member.
 3. Voting members of the Board of Directors may be re-elected to succeed themselves, however no individual shall serve more than three successive elected terms in the same position. Members reaching their third and final term may thereafter be elected to serve as an officer of the board.
 4. Non-voting members of the Board of Directors
 - a. *Ex officio* non-voting members shall be the Representative to the Board of Hearing Aid Specialists, the Representative to the Board of Audiologists and Speech-Language Pathologists. These positions will be filled by appointment by the Board of Directors, with representatives serving three-year terms. These representatives will be responsible for attending the meetings of the respective specialty boards, and reporting issues and activities of the specialty boards to the Board of Directors at its scheduled meetings at least twice annually. Representatives may be nominated to succeed themselves, and there shall be no limit on the number of terms an individual may serve.
 - b. There shall also be a non-voting resident member of the Board of Directors for each Otolaryngology training program in the Commonwealth. Each program is responsible for determining their own

method for selecting a representative and must provide the name of their nominee for approval to the Secretary of the Society at least one month before the meeting of the Board of Directors held during the Society's annual meeting. The term of the Resident representative shall be approximately one year, lasting from Annual Meeting to Annual Meeting of the following academic year. It is expected that Resident representatives to the Board attend a majority of the monthly conference call meetings and attend all in-person meetings, annual meetings at the beginning and end of the term inclusive. Each resident member may be reappointed for up to three terms and must remain a resident member in good standing for the duration of the term. Programs are however, to be encouraged to afford this opportunity to as many residents as possible. A resident representative may be removed from the Board of Directors by a two-thirds majority vote of the voting members.

5. The Chairman of the Board of Directors shall preside at all Board Meetings. In the event of his absence, the President shall be the presiding officer at these meetings.
6. The Board of Directors shall be the governing body of the Society. Between annual meetings of the members of the Society the Board of Directors shall decide any pertinent problems. The Board of Directors will report its actions to the general membership at the Annual Meeting of the Society.
7. An annual meeting of the Board of Directors shall be held the same week as the annual meeting of the members. Regular meetings of the Board of Directors may be held at such time and place as the Board of Directors may designate, either in person or via teleconferencing. Special meetings may be called at any time by the President, Chairman of the Board, or any two directors.
8. The Board of Directors may contract with an outside entity or institution as it sees necessary to provide management and administrative services to assist with the execution of duties outlined for the Board of Directors and the Society as a whole.

ARTICLE VI – COMMITTEES

1. The Society shall have the following standing committees: a Program Committee, a Legislative Committee, a Credentials Committee, and a Nominating Committee.
2. The Program Committee shall consist of the President, the President- Elect, the Secretary and one member appointed by the President, with the President serving as Chairman of the Committee. It shall be the duty of the Program Committee to arrange the agenda, including the scientific program, for the annual meeting. Members desiring to contribute to this program shall present abstracts of their presentations to the Program Committee Chairman. After reviewing all abstracts, the Program Committee shall decide which shall be included in its program.
3. The Legislative Committee shall consist of the President-Elect, Board of Audiology & Speech Language Pathology Representative, Hearing Aid Specialist Board Representative, the three BOG Representatives and up to three members. The President-Elect shall serve as Chairman of the Legislative Committee. It shall be the duty of the Legislative Committee to review and catalogue all proposed local, state and national legislation pertaining to the practice of otolaryngology and to keep the membership cognizant of such proposed legislation.
4. The Credentials Committee shall consist of the two members of the Board of Directors appointed by the President, with one serving as Chairman. It shall be the duty of the Credentials Committee to review all applications for admission to the Society, to review the professional standing of applicants, and to report the findings to the Board of Directors.
5. The Nominating Committee shall consist of the Chairman of the Board of Directors and the two Immediate Past Chairmen. The current Board Chairman shall be the Nominating Committee Chairman. The Nominating Committee nominates a slate of officers to be presented at annual meeting.
6. A Bylaws Committee shall be established every three years by the President and consist of two members of the Board of Directors with one serving as Chairman. It shall be the duty of the Bylaws committee to review the bylaws of the society in order to ensure accuracy and/or recommend any changes for the betterment of the

society. Any such changes must be approved in accordance with Article XI. It shall be the duty of the Secretary to maintain the schedule by which this committee is formed.

7. The President may establish and appoint from time to time any committees he deems to be appropriate to carry out the business of the Society.

ARTICLE VII- FUNDS AND EXPENSES

1. Funds for meeting the expenses of the Society shall be raised by annual dues and special assessments, as from time to time are determined by the Board of Directors.
2. Unless and until changed by the Board of Directors, the application fee to accompany an application for membership shall be the same as the Board of Directors sets for dues that year, payable at the time the application is filed with the Treasurer.
3. The dues of the Society shall be set by the Board of Directors, payable annually as of January 1. The application fee paid by a newly-elected member shall cover his annual dues until the December 31 following his election to membership.
4. A member in arrears in his dues one year who, after notification by the Secretary, fails to pay such arrearage, can be suspended by action of the Board of Directors. Upon full payment of his arrearage, the member shall be automatically reinstated.
5. A member in good standing who resigns from the Society may be reinstated at the discretion of the Board of Directors upon payment of the current year's dues.

ARTICLE VII - RULES OF PROCEDURE

1. In general, the order of business at all meetings shall be:
 - (a) Call to order
 - (b) Minutes of the preceding meeting
 - (c) Treasurer's report

- (d) Reports of standing and special committees (not including Nominating Committee)
 - (e) Unfinished business
 - (f) New business
 - (g) Report of Nominating Committee, election of officers and board members
 - (h) Installation of new President
 - (i) Adjournment
2. The deliberation of this order shall be governed by parliamentary usage as contained in "Robert's Rules of Order, Revised."

ARTICLE X – SEAL

The seal of the Society shall be in such form as may be approved by the Board of Directors. It shall be attested by the Secretary, or, in his absence, any other officer so designated by the Board of Directors.

ARTICLE XI – AMENDMENTS

These Bylaws may be repealed or changed, and new Bylaws made, at any annual meeting of members upon an affirmative vote from at least two-thirds of the members present and entitled to vote at the annual meeting at which a quorum is present.

Amended, May 2012, approved _____

Secretary