



## **BYLAWS OF THE BOARD OF GOVERNORS OF THE AMERICAN ACADEMY OF OTOLARYNGOLOGY-HEAD AND NECK SURGERY**

### **Article I. Purpose**

The AAO-HNS Board of Governors (BOG) shall function as an advisory body to the AAO-HNS Boards of Directors (BOD) to:

- (a) Act as an avenue of communication between the BOD, AAO-HNS membership (U.S.), and the local, state, regional, and national otolaryngology-head and neck surgery organizations;
- (b) Make recommendations regarding the programs and policies of the AAO-HNS;
- (c) Seek out and involve practitioners of otolaryngology-head and neck surgery in academic, social, economic, and political issues relative to the specialty;
- (d) Strengthen the AAO-HNS and otolaryngology societies; and
- (e) Support the general good of patients, the specialty, and the medical profession.

### **Article II. Society Membership**

#### *Section 1. BOG Society Membership*

Societies of the BOG may be organized under guidelines established by the BOD for the purposes of furthering the objectives of the AAO-HNS. In addition, otolaryngology-head and neck surgery specialty societies may be eligible for BOG membership.

#### *Section 2. BOG Society Formation and Status*

Societies representing a state, county, region, or specialty, not already represented as part of another BOG member society, may apply for active member organization status in the BOG. Ideally, the organization should be the only geographic organization in its state or region representing the specialty of otolaryngology—head and neck surgery. Should a proposed society be unable to meet the minimum requirements for admission as a BOG member society, such a society is encouraged to collaborate with a society in an adjacent region for regional representation.

Participation criteria for a new or continuing active member society include:

- Membership which includes at least thirty (30) members, unless there are fewer than 30 possible members in that region or specialty, in which case the society may ask for an exemption.
- Submission of a list of society members, including its elected officers with complete contact information, annually or more frequently if requested by the BOG Governance & Society Engagement Committee or BOG staff.

- Regular society meetings, at least annually, with the ability to furnish a list of scheduled activities to the BOG Governance & Society Engagement Committee upon request.
- To maintain active BOG member society status, attendance by the BOG society Governor (or Alternate Governor) is required at a minimum of 50 percent of the meetings of the BOG General Assembly convened during the three (3) year cycle of society review.
- Additional information deemed necessary by the BOG Governance & Society Engagement Committee to determine eligibility.

### *Section 3. Application of Fees and Dues*

No application fees or dues shall be charged to BOG Governors, Alternate Governors, or their sponsoring member societies for BOG membership.

### *Section 4. Admission of Societies*

Upon receipt of a society's application and documentation of participation criteria for BOG membership or for a change from observer status to active status (Article III, Section 6), the Chair of the BOG Governance & Society Engagement Committee will submit the application and participation criteria documentation to the BOG Executive Committee (EC) with his/her recommendation for admission. The society's application will be approved or disapproved by a majority vote of the EC, and said decision will be communicated in writing to the society. New BOG societies are considered provisional for a period of two (2) years, but maintain full rights and privileges of established BOG societies during this period. Societies that are not approved may reapply for admission.

### *Section 5. Evaluation of BOG Member Societies*

All provisional member societies, and at least one third of all active BOG member societies, will be evaluated each year by the BOG Governance & Society Engagement Committee to ensure continued compliance with participation criteria (Article II, Section 2). During such review, an established member society that fails to meet minimum requirements for BOG status will be moved from active to observer status.

### *Section 6. BOG Observer Status*

Should an established or proposed society be unable to meet the participation criteria (Article II, Section 2) for admission/continuation as a BOG member society, such society may attend BOG meetings and other functions with observer status and without voting privileges. A society in observer status may move to active status by meeting the participation criteria.

## **Article III. Governance and Representation**

### *Section 1. AAO-HNS Membership Requirement*

Member society representatives to the BOG are required to be current Active, Life, Retired, Military Fellow, or Resident/Fellow members of the AAO-HNS.

## *Section 2. Governors*

Each BOG member society must appoint an individual from among its membership to serve as Governor. A Governor serves as the member society's voting representative to the BOG.

## *Section 3. Alternate Governors*

Each member society must appoint two (2) individuals from among its membership to serve as Alternate Governors: one (1) to serve as the BOG Legislative Representative and one (1) to serve as the BOG Socioeconomic & Grassroots (SEGR) Representative.

The two (2) Alternate Governors are responsible for attendance at the meetings of their respective committees (Legislative Affairs Committee or Socioeconomic & Grassroots Committee) and, along with the Governor, are responsible to report back BOG activities to their member society.

One of the Alternate Governors may be designated to serve in place of the Governor as a voting member at a BOG General Assembly if the Governor cannot attend a meeting.

## *Section 4. Term of Office*

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

## *Section 5. Voluntary Resignation*

Any Governor or Alternate Governor may resign by giving notice of his/her resignation to his or her society. Such resignation will be deemed voluntary and will not affect the status of the BOG member society. Should such a resignation occur, the member society shall inform BOG staff in writing of the individual chosen to fill the vacated position. The member society should appoint a replacement prior to the next BOG General Assembly.

## *Section 6. Active Termination*

The BOD may remove, as per the current AAO-HNS process, any Governor or Alternate Governor if deemed to be in the best interests of the AAO-HNS. Should such a termination occur, the member society shall inform BOG staff in writing of the individual chosen to fill the vacated position. The member society should appoint a replacement prior to the next BOG General Assembly.

## *Section 7. Past Presidents and Past Chairs as Members*

All Past Presidents of the AAO-HNS (and its predecessor organizations) and all Past Chairs of the BOG are considered non-voting ex-officio members of the BOG, but can serve in a subsequent voting role as a society Governor or Alternate Governor.

## *Section 8. AAO-HNS Boards of Directors as Members*

All members of the BOD who are not current voting members of the BOG shall be considered non-

voting ex-officio members of the BOG, but can serve in a subsequent voting role as a society Governor or Alternate Governor.

#### *Section 9. Observers*

Any member of the AAO-HNS may attend meetings and other functions of the BOG as an observer, except for those meetings that are designated to be by invitation only. Observers shall be non-voting guests and must be Active, Life, Retired, Military Fellow, or Resident/Fellow members of the AAO-HNS.

### **Article IV. Officers**

#### *Section 1. Designation of Officers*

The BOG Executive Committee (EC) includes the officers of the BOG: the Chair, Chair-Elect, Immediate Past Chair, Secretary, and Member-at-Large. In addition, the committee chairs are voting members of the EC and the vice-chairs serve as ex-officio non-voting members of the EC.

#### *Section 2. BOG Chair*

The BOG Chair shall serve for a one (1) year term, which will begin immediately after the completion of the term as Chair-Elect.

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

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

#### *Section 3. BOG Chair-Elect*

The BOG Chair-Elect shall be elected by the BOG from among its voting members for a one (1) year term. Upon the close of the BOG Chair's term, or in the event that the Chair is unable to fulfill his/her term of office, the Chair-Elect shall become Chair for the remainder of that Chair's term, followed by his/her one (1) year term as Chair.

#### *Section 4. BOG Immediate Past Chair*

The BOG Immediate Past Chair shall serve for a one (1) year term immediately following his/her term as BOG Chair.

#### *Section 5. BOG Secretary*

The BOG Secretary shall be elected by the BOG from among its voting members for a two (2) year term and may not be re-elected for a consecutive term.

### *Section 6. BOG Member-at-Large*

The BOG Member-at-Large shall be elected by the BOG from among its voting members for a two (2) year term and may not be re-elected for a consecutive term.

### *Section 7. BOG Elections*

The positions of Chair-Elect, Secretary, and Member-at-Large will be elected by the voting members of the BOG (i.e., Governors or Alternate Governors pursuant to Article III, Sections 2 and 3) present at the fall meeting of the BOG General Assembly. No proxy votes are allowed.

Prior to the election, candidates for these positions must reply to a questionnaire developed by the BOG Nominating Ad Hoc Group. Responses are published by the AAO-HNS. Candidates will also be given five minutes to present at the fall meeting of the BOG General Assembly. No other campaigning, as defined by the BOD, for BOG office is permitted.

## **Article V. Meetings**

### *Section 1. Dates and Places*

BOG meetings shall be held at such times and places as the BOD shall designate.

### *Section 2. Quorum*

A quorum is required to conduct any BOG 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 Governors present (or designated Alternate Governors attending the meeting in lieu of a Governor as per Article III, Section 3) shall be required to constitute action by the BOG.

All voting members shall only have a single vote, even if he/she is representing more than one society. It is recommended that societies designate an alternate governor in such cases to ensure representation during votes.

The BOG Chair will cast his/her vote for BOG offices during the election process. The ballot will be placed in a separate sealed envelope and given to the BOG 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 BOG meeting.

#### *Section 5. Proposal of Resolutions*

Resolutions from BOG societies must be submitted to BOG staff at least thirty (30) days prior to the next regular meeting of the BOG. Resolutions from the floor will be heard solely at the discretion of the BOG Chair. Only Governors (or designated Alternate Governors attending the meeting in lieu of a Governor as per Article III, Section 3) shall have the power to propose or second resolutions.

### **Article VI. Board of Governors (BOG) Committees**

#### *Section 1. BOG Executive Committee*

The BOG EC is the governing body of the BOG. As specified above (Article IV, Section 1), the EC includes the officers of the BOG: the Chair, Chair-Elect, Immediate Past Chair, Secretary, and Member-at-Large. In addition, the committee chairs are voting members of the EC and the vice-chairs serve as ex-officio non-voting members of the EC.

#### *Section 2. Guidelines for BOG Committees*

BOG Committees shall be charged with specific tasks to advance the BOG goals and objectives as defined in Article I of these bylaws.

Each BOG committee shall have a Chair and a Vice Chair who shall have a vote on committee matters. Each committee Chair and Vice Chair shall be appointed by the BOG Chair no later than thirty (30) days following the fall General Assembly. The term length for BOG committee Chairs and Vice Chairs shall be one (1) year. Reappointment is at the discretion of each BOG Chair.

The BOG shall be included in the AAO-HNS committee application process. Once the committee application process is complete and the Chair and Vice Chair have been appointed by the BOG Chair, committee members shall be appointed by the BOG EC in consultation with the Chair and Vice Chair of the respective committee.

Each BOG committee shall have at least six (6) and no more than fifteen (15) AAO-HNS members selected from members of BOG societies in active status. BOG committee membership shall be for a two (2) year term, and members may be reappointed to the same committee for two (2) additional terms, for a total of six (6) years. Each of the BOG committees shall have a Representative of the Section for Residents and Fellows-in-Training (SRF) (1-year term) and a Representative of the Young Physicians Section (YPS) (1-year term) to be appointed by the chair of the SRF and YPS, respectively, and approved by the BOG EC. These Representatives shall be voting members of the committee, but do not count toward the fifteen (15) members allowed to sit on the committee.

BOG committees may have up to three (3) non-voting Consultants in addition to the Chair, Vice Chair, SRF representative, YPS representative, and other appointed committee members.

The maximum number of years a member can serve on a particular committee, whether as an appointed committee member (except Chair or Vice Chair), consultant, SRF Representative, or YPS Representative, is six (6) consecutive years. After six (6) consecutive years, he/she must wait two (2) years before being eligible for re-appointment in any capacity to the same committee. Service as Chair or Vice Chair shall not apply toward the six (6) year maximum, nor shall service on the BOG EC.

BOG committees may have ex-officio members appointed to the committee at the discretion of the BOG Chair. Such ex-officio service shall not apply toward the six (6) year maximum term.

### *Section 3. BOG Governance & Society Engagement Committee*

The BOG Governance & Society Engagement Committee shall be charged with periodic review of the bylaws, regular review of constituent and provisional societies, the proposal of revisions or new regulations when deemed desirable, the selection of the Practitioner Excellence and Model Society Awardees and development of tools for the use of BOG member societies to facilitate and optimize their formation, organization, operation and engagement with the BOG.

### *Section 4. BOG Socioeconomic & Grassroots Committee*

The BOG Socioeconomic & Grassroots Committee shall represent the concerns of the practice of otolaryngology – head and neck surgery. It shall identify and assess problems; advise the BOG regarding government regulations and other third party actions that impact the practice; promote public relations activities; and review proposed resolutions for the BOG.

The AAO-HNS Coordinator for Socioeconomic Affairs and the AAO-HNS Coordinator for Practice Affairs shall serve as ex-officio non-voting members of the BOG Socioeconomic & Grassroots Committee.

### *Section 5. BOG Legislative Affairs Committee:*

The BOG Legislative Affairs Committee shall be charged with defining and coordinating the BOG Legislative Representative's role in disseminating information to their respective local, state, and national BOG societies regarding AAO-HNS legislative and political initiatives. The committee shall work with the AAO-HNS Legislative Advocacy team to keep members informed of key legislative issues impacting otolaryngology-head and neck surgery and encourage member engagement in the specialty's grassroots efforts and outreach to lawmakers.

### *Section 6. Ad Hoc Committees or Groups*

The BOG Chair may, at any time and at his/her discretion, appoint ad hoc committees or groups on any subject. Any expense incurred in connection with a meeting of any ad hoc committee or group may be paid by the AAO-HNS only if approved in advance by the BOD EC.

### *Section 7. BOG Nominating Ad Hoc Group*

The BOG Nominating Ad Hoc Group is responsible for the development of the slate of candidates for BOG offices and for presenting the slate of candidates to the fall meeting of the BOG General Assembly held in conjunction with the AAO-HNS Annual Meeting.

The Nominating Ad Hoc Group is also responsible for the development of questions to be asked of candidates for AAO-HNS elections.

The BOG Nominating Ad Hoc Group shall include the BOG Immediate Past Chair who will serve as Chair of the ad hoc group for a one (1) year term coinciding with his/her term as the BOG Immediate Past Chair. The Chair of the Nominating Ad Hoc Group shall have no vote except in the case of a tie.

The BOG Nominating Ad Hoc Group shall also include three (3) BOG members who will be elected by voting members of the BOG General Assembly during its fall meeting each year. These elected members of the Nominating Ad Hoc Group will serve one (1) year, commencing with the fall meeting at which they were elected, and may be reappointed for no more than three (3) consecutive one-year terms.

#### *Section 8. Committee Quorum*

A quorum is required to conduct any BOG committee business. A quorum shall occur as long as one-fifth of voting committee members are present, including the Chair and Vice Chair of the respective BOG Committee.

#### *Section 9. Committee Voting*

If a quorum is present, a majority vote of the committee members shall be required to constitute action by the Committee.

#### *Section 10. Committee Vacancies*

The BOG Chair shall have the power to fill vacancies among the committee membership.

#### *Section 11. Meeting Attendance*

If a committee member does not fulfill his/her committee duties, the member may be removed or asked to resign by a majority vote of the BOG EC.

### **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 BOG 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 BOG 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 BOG, its Executive Committee, and Committees.

**Revised September 2015.**