



Bylaws of the AAO-HNS for Otolaryngology-HNS Private Practice Section (OPPS)

Article I. Purpose

The *Otolaryngology-HNS Private Practice Section (OPPS)* will function as an advisory body to the Board of Directors (BOD) of the American Academy of Otolaryngology - Head and Neck Surgery and its Foundation (AAO-HNS/F) to:

- (a) Facilitate two-way communication with Academy leadership regarding issues of interest to private practitioners in the field of otolaryngology-head and neck surgery;
- (b) Make recommendations to the BOD of the AAO-HNS/F regarding programs and policies of particular interest to private practitioners; and
- (c) Support the general good of patients, the specialty of otolaryngology-head and neck surgery, clinical excellence, membership diversity, educational outreach, and the medical profession.

Article II. Membership

The OPPS is open to all non-retired practicing physician members of the AAO-HNS/F that are self-employed, employed in physician partnerships or employed by health care systems. Physicians not currently practicing medicine or practicing in an academic practice or in the military are not eligible for membership nor are residents or fellows-in-training. OPPS members must be in good standing with the AAO-HNS.

Article III. OPPS Governing Council (GC)

Section 1. Responsibilities: The OPPS Governing Council serves as the executive body of the OPPS, deliberates and conducts business on behalf of the OPPS, and is responsible for managing the affairs of the OPPS with respect to all matters not specifically reserved to the OPPS members. The powers of the GC are established by and subject to approval from the AAO-HNS/F BOD.

Section 2. Chair: The OPPS Chair will be the member who previously served as the Chair-Elect of the OPPS and is a voting member of the GC. The OPPS Chair sets the agenda for all meetings of the OPPS or OPPS GC, charts the course of the OPPS for their term and presents all initiatives to the OPPS GC for approval. The Chair may appoint or select OPPS members to tasks/committees/workforces/etc. as requested by the AAO- HNS/F BOD, AAO- HNS/F EVP, or President. An ad-hoc committee or task force can be initiated by the Chair pending approval of the GC. The OPPS Chair presides at all meetings of the OPPS and represents the OPPS at AAO-HNS/F BOD meetings as a non-voting guest. The Chair is required to attend all OPPS GC in-person meetings and conference calls.

Section 3. Chair-Elect: The OPPS Chair-Elect will be the member who previously served as the 1st Vice Chair of the OPPS and is a voting member of the GC. The Chair-Elect executes all of the duties of the Chair in the Chair's absence. In the event the Chair is unable to fulfill the term of office, the Chair-Elect will become Chair. The Chair-Elect is required to attend all OPPS GC in-person meetings and conference calls. The Chair-Elect will appoint one OPPS member at large to the OPPS Nominating Committee within 90 days of taking office. The Chair-Elect will sit as a voting member of all Committees of the OPPS.

Section 4. 1st Vice Chair: The OPPS 1st Vice Chair will be the member who previously served as the 2nd Vice Chair of the OPPS and is a voting member of the GC. The 1st Vice Chair is required to attend all OPPS GC in-person meetings and conference calls. The 1st Vice Chair will assume the responsibility of the Chair-Elect if the position is vacated. The 1st Vice Chair serves as Chair of the OPPS Business of Medicine Committee.

Section 5. 2nd Vice Chair: The OPPS 2nd Vice Chair will be elected annually by the OPPS membership and is a voting member of the GC. The 2nd Vice Chair is required to attend all OPPS GC in-person meetings and conference calls. The 2nd Vice Chair will assume the responsibility of the 1st Vice Chair if the position is vacated. The 2nd Vice Chair serves as Chair of the OPPS Resident and Fellow Outreach Committee. They must be a member in good standing of the AAO-HNS and be a member of the OPPS. No member who has previously served on the OPPS GC can be nominated or elected to the 2nd Vice Chair position.

Section 6. Immediate Past-Chair: The OPPS Immediate Past-Chair is a voting member of the OPPS GC and serves as a mentor to the Chair. The Immediate Past-Chair is required to attend all OPPS GC in-person meetings and conference calls. The Immediate Past-Chair serves as Chair of the OPPS Nominating Committee.

Section 7. Secretary: The OPPS Secretary is a voting member of the OPPS GC who is required to attend all OPPS GC in-person meetings and conference calls. The OPPS Secretary assures the recording of minutes of all meetings of the OPPS GC and General Assembly. The Secretary is elected to a 3-year term by the OPPS General Assembly with the exception of the first Secretary who will be elected to a 2-year term. A Secretary may not serve more than 2 terms total.

Section 8. Treasurer: The OPPS Treasurer is a voting member of the OPPS GC who is required to attend all OPPS GC in-person meetings and conference calls. The OPPS Treasurer is elected to a 3-year term by the OPPS General Assembly. The Treasurer is required to maintain and submit the OPPS budget for approval to the OPPS GC for ultimate approval of the AAO-HNS BOD. A Treasurer may not serve more than 2 terms total.

Section 9. Terms of Office: The Vice Chairs, Chair Elect, Chair and Past-Chair will serve 1-year terms. The Secretary and Treasurer will serve 3-year terms with the exception of the first Secretary who will serve a 2-year term. All terms begin at the conclusion of the AAO-HNSF Annual Meeting & OTO Expo. Any member elected by the General Assembly to a term previously vacated will start a new term and will not serve only the remaining time of the vacated term.

Section 10. Quorum: A quorum is required to conduct all GC business. Attendance by a majority of GC members shall be sufficient to establish a quorum.

Section 11. Voting: A majority vote of the GC members present, excluding abstentions, shall be required to constitute action by the GC. A quorum of the GC will be defined as a majority of members and is required for any vote. All GC members shall have a single vote. Written (including email) notification of proxy vote must be provided to the Chair, or presiding senior GC member, prior to the start of the meeting.

Section 12. GC Meetings: The OPPS Governing Council shall meet at the AAO-HSNF Annual Meeting & OTO Experience and additionally as scheduled by the Chair as needed. Conference calls constitute an official meeting when a majority of the Governing Council is present.

Article IV. Meetings

The OPPS convenes annually during its General Assembly as part of the AAO-HNSF Annual Meeting & OTO Expo at a place and time coordinated into the overall Annual Meeting schedule. Any action requiring a vote of the General Assembly can be taken electronically or via a video/virtual conference meeting.

Article V. Elections

At the OPPS General Assembly held during the AAO-HNSF annual meeting or via a video/virtual conference, the OPPS membership elects the 2nd Vice Chair through the AAO-HNS/F annual online committee election process. The Secretary and Treasurer will be elected every three years (with the exception of the first Secretary who will be appointed to a 2-year term). Membership in attendance for a General Assembly will constitute a quorum.

Two candidates for each open position will be put forth from the Nominating Committee for consideration.

Any candidate carrying a majority of the vote of those in attendance or via electronic means in lieu of an in person vote will be considered the winner.

The first Past-Chair, Chair, Chair-Elect, 1st Vice Chair and 2nd Vice Chair will be appointed by the AAO-HNS Board of Directors. (Exhibit A)

Article VI. Removal of Members from OPPS Elected or Appointed Positions

The AAO-HNS/F BOD may remove any member of the OPPS GC or appointed representatives/delegates if such removal is deemed to be in the best interest of the AAO-HNS/F.

Any elected OPPS member may resign or be removed by the AAO-HNS/F BOD at any time. If their succession is not delineated in the Bylaws, the Chair will appoint, with GC approval, an interim replacement until the next election by the General Assembly. Any vacancy can be filled on an interim basis by a current member of the GC or any member in good standing of the OPPS.

Article VII. Section Representation

When appropriate, the GC of the OPPS may provide recommendations and suggestions to the AAO-HNS/F Boards of Directors for potential appointees to serve as liaisons to other AAO-HNS committees or other organizations outside the AAO-HNS. The terms and duties of these positions will be outlined by the GC. Persons will be nominated by the Chair and approved by the GC.

Article VIII. Committees

Section 1. Committee Structure and Operations: Each OPPS committee will adhere to the Academy and Foundation Committee structure as outlined in the AAO-HNS/F Committee Member Handbook.

Section 2. Business of Medicine Committee: This committee will be chaired by the 1st Vice Chair. This committee's primary responsibility is coordinating OPPS educational content on the Business of Medicine and liaising with the OPPS GC on this topic. No OPPS member, with the exception of members of the GC may serve on more than one OPPS committee simultaneously. Subcommittees can be established with approval of the GC.

Section 3. Resident and Fellow Outreach Committee: This committee will be chaired by the 2nd Vice Chair. This committee will be responsible for coordinating with the YPS and SRF and for providing outreach and education to these constituencies. No OPPS member, with the exception of members of the GC may serve on more than one OPPS committee simultaneously. Subcommittees can be established with approval of the GC.

Section 4. Nominating Committee: This committee will be chaired by the Past-Chair of the OPPS. It will consist of the OPPS Past-Chair, Senior Director At Large AAO-HNS, Private Practice, (Member of EC) and one at-large member appointed by the Chair-Elect. It will solicit applications from the membership of the OPPS for each open position for consideration. Each panel of candidates will be approved by the GC at least 6 weeks prior to the election. Each open position will have 2 candidates for consideration.

Section 5. Additional committees: Additional committees can be created at the discretion of the GC and approval of the AAO-HNS.

Article IX. Voting

All votes will pass with a majority of those in attendance at a General Assembly of the OPPS where those in attendance will constitute a quorum. A majority of GC members will constitute a quorum and which is necessary for any GC vote. All GC votes require a majority of the quorum to pass. Proxy or electronic votes are acceptable for votes or elections when this voting method is pre-approved by a majority of the GC and announced prior to the vote. Any electronic vote for an election must be disseminated at least 1 week prior to the voting deadline. 2 notifications of the vote, at least 48 hours apart, must be sent.

Article X. Amendments to Bylaws

Amendments to the OPPS Bylaws may be accepted with an affirmative vote of the majority of members in attendance at a meeting of the General Assembly or via electronic means by a majority of those voting. Such recommended action will then be presented to the AAO-HNS/F BOD for approval or other appropriate action. Amendments or additions to the appendices to this document must be accepted with a majority affirmative vote of the OPPS GC prior to consideration of the OPPS General Assembly. An amendment can be proposed by any OPPS member but must be submitted to the GC for consideration at least 30 days prior to a meeting of the General Assembly.

Article XI. Rules of Order

The most recent edition of "Robert's Rules of Order" shall govern the meetings of the OPPS and its GC.

Exhibit A.

Appointed GC for 2023 – 2024

Past Chair-Marc G. Dubin, MD

Chair-David E. Melon, MD

Chair Elect-Annette M. Pham, MD

1st Vice Chair-Daniel R. Gold, MD

2nd Vice Chair-Melanie W. Seybt, MD