



# ACADEMY BYLAW PROPOSED CHANGES

## ARTICLE II MEMBERSHIP

### Section 2.01. Categories of Membership and Voting

There shall be the following categories of membership in the Academy: Fellows, First Year Fellows, Life Fellows, Retired Fellows, International Fellows, Fellows-in-Training, Inactive Fellows, Honorary Fellows, Scientific Fellows, Members, First Year Members, Members-in-Training, Life Members, Retired Members, Inactive Members, International Members, International Members-in-Training, Resident Members, International Resident Members, Associate Members, Affiliate Members, Student Members, and Administrator Members. The eleven (11) categories of membership entitled to vote on any matter shall be Fellows, Members, Fellows in Training, Members in Training, First Year Fellows, First Year Members, Scientific Fellows, Life Fellows, Life Members, Retired Fellows, and Retired Members. The phrase "voting Fellow or Member" used in these Bylaws shall mean only persons within those eleven categories of membership cited above. All resident members (international and domestic), international fellow-in-training and international regular and fellow members may hold voting positions on Academy Committees but are precluded from voting in elections and other matters. [Military otolaryngologists and military otolaryngology residents are eligible members/fellows as outlined above. Unless exempt, maintenance of certification is required to maintain fellowship status.](#)

### Section 2.04. Member

Any physician who holds a degree of Doctor of Medicine, Doctor of Osteopathy, or equivalent medical degree as determined by the Board of Directors, who holds a valid and unrestricted license to practice medicine in the United States or Canada, and who has [successfully](#) completed [the entirety of requirements for an ACGME accredited residency in otolaryngology-head and neck surgery or its equivalent, ~~three years of formal training in otolaryngology-head and neck surgery or its equivalent,~~](#) as determined by and satisfactory to the Board of Directors, shall be eligible to become a Member. Any Member who becomes certified by a medical specialty board acceptable to the Board of Directors shall automatically have [his or her/their](#) membership status converted to Fellow upon approval of the Board of Directors.

### Section 2.06. First Year Fellow/First Year Member

Any Fellow or Member who has completed a Fellowship or Residency and is establishing a new practice, may apply for a one-time-only dues reduction in this category. [Any United States military Fellow or Member who is serving on active duty or within two years post-military service is eligible for dues reduction in this category.](#) The maximum duration of First Year Fellow or First Year Member status is one year.

## **Section 2.07. Life Fellow/Life Member**

A Life Fellow/Life Member is any physician who has held continuous membership with the Academy as a Fellow or Member for a minimum of 35 years and is fully retired from the practice of medicine. The member must provide written notification to the Executive Vice President/CEO requesting this status change and include a copy of ~~his/her/their~~ medical malpractice insurance coverage or acknowledgement of retirement from ~~his/her/their~~ medical licensing board for this class of membership to be considered for final approval by the AAO-HNS Board.

## **Section 2.10. International Member**

Any physician practicing in a country other than the United States or Canada, who holds a valid and unrestricted license to practice medicine in ~~his or her/their~~ respective country, and who has completed ~~three years of~~ formal training in otolaryngology—head and neck surgery or its equivalent as determined by and satisfactory to the Board of Directors shall be eligible to become an International Member. Any International Member who becomes certified by a medical specialty board acceptable to the Board of Directors shall automatically have ~~his or her/their~~ membership status converted to International Fellow upon approval of the Board of Directors.

## **Section 2.12. Scientific Fellow**

Any person who holds a Doctor of Philosophy degree in a field associated with otolaryngology—head and neck surgery, who has distinguished ~~himself/herself/themselves~~ by attendance at and participation in the activities of the Academy, and who has a full or conjoint appointment on an otolaryngology—head and neck surgery faculty, and who participates in a residency training program may become a Scientific Fellow when elected thereto by a majority vote of the Board of Directors.

## **Section 2.15. Resident Member**

Any person who holds a degree of Doctor of Medicine, Doctor of Osteopathy, or equivalent medical degree and who is engaged on a full-time basis in an otolaryngology—head and neck surgery or other training program that is acceptable to the Board of Directors shall be eligible to become a Resident Member. The maximum duration of Resident Membership shall be ~~six-seven~~ years. Residents may serve as voting members on committees.

## **Section 2.16. International Resident Member**

Any person who holds a degree of Doctor of Medicine, Doctor of Osteopathy, or equivalent medical degree and who is engaged on a full-time basis in an otolaryngology— head and neck training program acceptable to the Board of Directors and located outside the United States or Canada, shall be eligible to become an International Resident Member. The maximum duration of International Resident Membership shall be ~~specific to the accrediting body of the country they practice in, six years.~~

## **Section 2.22. Termination or Expulsion of Membership**

(a) A member who is required to pay dues, assessments, or any other fee for a calendar year and who shall fail to pay all of the same by the end of the last day of the fourth month of the calendar year (April 30th) shall be subject to automatic termination of membership in the Academy. A member whose membership has been so terminated may become a member of the Academy again only by applying for new membership.

- (b) Any member of any class who is not delinquent in the payment of dues or assessments may file ~~his or her~~ their resignation, in writing, with the Executive Vice President for action by the Board of Directors. If a member resigns after notification in writing that an investigation as described in Article II, Section 2.223 is being considered, the Board of Directors may, at its discretion, delay or refuse acceptance of the resignation and proceed with the investigation as set forth in these bylaws. If the Board accepts the resignation, the procedures will be designated "Resignation of member accepted while under investigation" and the investigation will terminate. The member may request in writing that the investigation continue, in which case the member will be allowed to participate in the investigation even though the member has resigned. If the charges are not sustained, the category will be changed from "Resignation of member accepted while under investigation" to "Resignation." Should the charges be sustained, the category of resignation will remain unchanged.
- (c) The Board of Directors shall have the power to censure, suspend or expel any member who fails to pay dues, who no longer possesses the qualifications necessary for membership including suspension or revocation of license to practice medicine, who has been convicted of a felony involving moral turpitude, who violates the Academy's Code of Ethics, as set forth in Appendix R of these Bylaws and as amended from time to time, or for other reasons as herein provided. The Board shall follow the procedures set forth in Section 2.223 before taking any disciplinary action based on violation of the Code of Ethics. Actions based on failure to pay dues or suspension or loss of license to practice medicine, shall be taken pursuant to expedited procedures established by the Board.

### **Section 2.23. Due Process**

- (a) Any Fellow or Active Member of the Academy in good standing may initiate charges with the Academy alleging that a member is failing to maintain good professional standing. Failure to maintain good professional standing may be evidenced by, but not limited to, a violation of the Academy's Code of Ethics, as amended from time to time. Such charges may be made against any class of member. All charges shall be in writing and shall specify the basis, therefore. These charges shall be delivered to the Executive Vice President/CEO, who shall forward a copy to the Executive Committee, which shall process the charges in accordance with such reasonable procedural guidelines as it may adopt. The Executive Committee or its designee shall call on the members who bring the charges for such information, witnesses, evidence, etc., as may be necessary to determine whether a hearing on the charges is warranted and shall give the respondent an opportunity to respond in writing before such a decision is made. No action shall be taken or recommended against any member without giving the member the opportunity for a hearing before an Investigating Panel appointed in accordance with the procedural guidelines established by the Executive Committee. The respondent may conduct a self-defense or shall be entitled to be represented by legal counsel. The respondent may waive participation in the hearing. If the respondent does not request a hearing in timely manner or does not appear at a scheduled hearing of which ~~they he~~ has received proper notice, ~~he/she~~ they shall be deemed to have waived respondent's right to be present, and the hearing shall proceed without the respondent unless good cause is shown for rescheduling a requested hearing at which the respondent fails to appear. The hearing shall be closed to all except members of the Investigating Panel, complainant, respondent, witnesses, legal counsel, and the court reporter.

## ARTICLE III MEETINGS AND VOTE OF MEMBERS

### Section 3.05. Quorum

At any annual or special business meeting of the Academy members, a quorum shall consist of not less than fifty (50) voting Fellows or Members in person or approved virtual attendance ~~present in person~~ except as otherwise required by the Articles of Incorporation or further provisions of the Bylaws.

### Section 3.06. Vote

If a quorum is present, a majority vote of the voting Fellows or Members present either in person or approved virtual attendance ~~and voting~~ shall be required to constitute action by the membership on any matter unless otherwise provided by the Articles of Incorporation or these Bylaws.

## ARTICLE IV BOARD OF DIRECTORS

### Section 4.04. Removal of Board Members

An elected member of the Board of Directors may be removed for cause by a vote of the members in accordance with procedures established by the Board of Directors. Alternatively, the Board of Directors may remove an elected member of the Board of Directors for cause in accordance with the following procedures. After initial investigation of the grounds for removal, a 2/3 vote of the Executive Committee will be required to initiate a removal action. The Board Member considered for removal must be properly notified at least 30 days prior to the meeting, and he or she they shall have the right and opportunity to be heard by the Board of Directors prior to taking the final vote and action.

## ARTICLE V OFFICERS AND EXECUTIVE VICE PRESIDENT

### Section 5.02. Election and Terms of Office

A President-Elect shall be elected annually by the majority vote of the eligible voting Fellows or Members of the Academy during its annual election. The annual election will be conducted via a secured electronic ballot accessible through an internet portal to be monitored and safeguarded by a professional organization (herein referred to as "ballot house") whose expertise is in this area of business. There shall be no votes by proxy and paper ballots will be provided to the voting Fellow or Member upon proof of active membership and by written (email or fax are acceptable) request to the ballot house. If there are more than two (2) candidates for one office, a plurality vote of the voting Fellows or Members shall be sufficient for election to such office. The President, and President-Elect shall serve for a term of one (1) year, or until his/her their successor is elected and shall qualify.

The Secretary-Treasurer shall be elected, in years appropriate, by the majority vote of the eligible voting Fellows or Members of the Academy during its annual election. If there are more than two (2) candidates for one office, a plurality vote of the voting Fellows or Members shall be sufficient for election to such office. A Secretary-Treasurer shall serve one term of three (3) years or until his/her their successor is elected or shall qualify. The Secretary-Treasurer is not eligible for re-election to a consecutive term.

### Section 5.03. President

The President shall be the Chairman of the Academy Board of Directors and shall see that all orders and resolutions of the Board of Directors are carried into effect. The President shall preside at all meetings of the Board of Directors and the Executive Committee at which ~~he/she the President~~ shall be present; ~~he/she the President~~ may delegate this duty to the President-Elect if ~~he/she they~~ shall see fit. The President shall be an ex-officio member of all committees of the Board and other committees of the Academy, provided, however, that the President shall not be an ex-officio member of the Nominating Committee. The President shall have no vote on said committees, except that the President shall have a vote on the Executive Committee.

### Section 5.04. President-Elect

The President-Elect shall perform the duties and exercise the powers of the President in the absence or disability of the President and shall perform such other duties as shall be prescribed from time to time by the Board of Directors. The President-Elect shall succeed to the office of the President upon the completion of ~~his/her their~~ term. The President-Elect shall name ~~his/her their~~ nominees for committee positions, including committee chairs, for which ~~he/she the President-elect~~ will have nominating responsibility ~~and which shall become vacant immediately following the next annual meeting of the Foundation~~. The President-Elect shall coordinate the various Academy committees by annually (a) reviewing the charges to committees, (b) considering whether existing committees continue to serve a useful function, and (c) considering whether new committees are needed. The President-Elect shall report any recommendations for changes thereto to the Board of Directors.

### Section 5.05. Secretary-Treasurer

- (a) The Secretary-Treasurer shall verify that an official record of the proceedings of all meetings of the membership, the Board of Directors, and the Executive Committee, and shall report the same to the next succeeding meeting of the Board of Directors. The Secretary-Treasurer shall carry out such duties and shall sign and attest such instruments in the name of the Academy and shall affix the corporate seal of the Academy, as appropriate, to such instruments ~~as he or she that the Secretary-Treasurer~~ is authorized to do so by the Board of Directors. When appropriate, the Secretary-Treasurer shall instruct the EVP/CEO and/or the COO to affix the seal as authorized by the Board of Directors in ~~his or her their~~ stead. The Secretary-Treasurer shall also oversee the administration of the general funds, securities, properties, and assets of the Academy. The Secretary-Treasurer shall see that accurate books of account are maintained, accurately reflecting all monies, funds, securities, properties, and assets which are the property of the Academy. Said books shall show at all times the amount of all property belonging to the Academy and the amount of disbursements made and the disposition of property. The Secretary-Treasurer shall assure that a summary of the proposed annual budget for the Academy and for the American Academy of Otolaryngology—Head and Neck Surgery Foundation, Inc., A District of Columbia non-profit corporation, and the date they will be considered by the Academy and the Foundation Boards of Directors shall be published in an appropriate Academy publication and that a copy shall be made available reasonably in advance of their adoption to any member requesting them in writing. The Secretary-Treasurer shall provide the members an annual financial report in such form and medium as the Board of Directors determines appropriate.
- (b) The newly elected Secretary-Treasurer shall have the title of “Secretary-Treasurer Elect” and shall automatically succeed to the office of Secretary-Treasurer upon the close of the incumbent Secretary-Treasurer’s term of office, or prior thereto if for any reason the incumbent Secretary-Treasurer is unable to fulfill ~~his or her their~~ term of office. The Secretary-Treasurer Elect shall attend

the Board of Directors and Executive Committee meetings, without vote, immediately after the annual business meeting or Board of Directors meeting at which ~~he or she~~ the Secretary-Treasurer is elected and throughout the year to allow for an orderly transition of responsibilities.

### **Section 5.06. Executive Vice President**

The Board of Directors shall employ as the only chief executive officer (management employee) of the Board an Executive Vice President/CEO, who shall serve for a term of five years in this capacity or until such time as two-thirds of the voting Board shall request ~~his or her~~ the Executive Vice President-CEO's resignation or shall terminate ~~his or her~~ their employment. The Executive Vice President/CEO may serve a successive term or successive terms of office. The Executive Vice President/CEO will employ other staff members and other employees for the purpose of carrying out the administrative work of the corporation, subject to the policies of and the directions and orders of the Board. The Executive Vice President/CEO, as the chief executive officer of the Academy, shall prepare and submit to the Board plans, suggestions and recommendations as to policies and practices to be pursued by the Academy. The Executive Vice President/CEO shall be an ex-officio member of the Board, of all committees of the Board, and other committees of the Academy, but shall have no vote. The Executive Vice President/CEO shall prepare an annual report and such other reports of the administrative and other activities of the Academy for submission to the Board at any regular or special meeting of the Board with recommendations.

### **Section 5.08 Vacancies**

5.08.1 Executive Vice President/CEO: In the event of a vacancy in the EVP/CEO position, the Executive Committee with approval of the Board of Directors will appoint a temporary EVP/CEO until a replacement EVP/CEO is hired pursuant to these Bylaws.

5.08.2. President: If there is less than six months remaining on the President's term, the President-Elect will be installed as President and complete the remaining time of the term prior to serving the complete term for which ~~he/she~~ the President was elected. If there are more than six months on the existing President's term to serve, the remaining time will be split evenly between the Past-President and the President-Elect. The President-Elect will then serve the complete term for which ~~he/she~~ the President-elect was elected.

5.08.3. President-Elect: If the President-Elect is unable to serve ~~his or her~~ the term for which the President-elect was elected and subsequently the Presidency, the candidate who unsuccessfully ran in the same election, will be offered the opportunity to serve as President-Elect and subsequently President. Should that unsuccessfully ~~ly ran~~ candidate choose not to assume the role, the President will appoint a search committee who will identify and recommend an individual to fill the role of President-Elect and subsequently President. This individual will then be approved by the Boards Directors prior to assuming office.

## ARTICLE VI COMMITTEES AND COORDINATORS

### **Section 6.01. Executive Committee**

The Executive Committee shall consist of the President, the most recent living Past President, the President-Elect, the Secretary-Treasurer, the Chair of the Board of Governors, and two (2) At-Large Directors who are serving the fourth and final year of their term. The Chair-Elect of the Board of Governors and Secretary-Treasurer Elect shall be standing guests of the Executive Committee and shall participate in all discussion but shall have no vote. The Executive Vice President/CEO is an ex-officio member of the Executive Committee without vote. The Executive Committee shall have, between meetings of the Board, all the powers and responsibilities conferred upon the Board by law or these Bylaws with respect to the operations of the Academy. The proceedings of the Executive Committee shall be recorded. The minutes shall be submitted for review and approval by the Executive Committee at the next succeeding meeting of the Executive Committee. The approved minutes of the meetings of the Executive Committee shall be submitted to the Board of Directors at the next succeeding meeting of the Board of Directors. The President shall act as Chair of the Executive Committee and, in ~~his/her~~ the President's absence, the President-Elect shall act as Chair; and in the absence of both, the Secretary-Treasurer shall act as Chair. The Executive Committee shall convene for the transaction of business at the call of the Chair. Items of business to be conducted by this committee shall include any matters as may require attention between regular or special meetings of the Board. The Executive Committee may request that the Board be convened to ratify actions and recommendations of the Executive Committee, in accordance with these Bylaws.

### **Section 6.03. Nominating Committee**

There shall be a Nominating Committee consisting of the Immediate Past President, who shall be Chair, the Chair of the Board of Governors, and twelve Voting Fellows or Members of the Academy who are not members of the Board of Directors. Four of the latter twelve members of this committee shall be elected from eight voting Fellows or Members nominated by the Nominating Committee annually and shall serve a three-year term. Four of the eight nominees shall be primarily in private practice and shall run against each other for the two positions reserved for private practice designees and the other four nominees shall be academicians who shall run against each other for the two positions reserved for academicians. In this manner, two seats on the Nominating Committee shall be filled by private practitioners and two seats will be filled by academicians each year. Elected members of the Nominating Committee shall be ineligible for a second term until three years have elapsed following the close of their first term. Voting for the election of Nominating Committee members shall not be cumulative. Additionally, the Chair of the Ethics Committee shall serve as an ex-officio member of the Nominating Committee without vote. The Nominating Committee shall ~~determine-report~~ what offices, positions on the Board of Directors, and positions on any committees (including positions on the Nominating Committee) shall become vacant to be filled by election of the membership and shall publicize that information. The Nominating Committee shall review and evaluate all certified nominations submitted by petition(s) and have final determination as to which candidate names to include on the official ballot. The Nominating Committee shall assure that there are at least two nominees for each position which shall become vacant, provided, however, that the Nominating Committee need not assure that there are at least two nominees for a position where an incumbent is being nominated to serve an additional term. In odd years, the Nominating Committee shall select two nominees for President-elect who are academicians, and in even numbered years, the Committee shall select two nominees for President-elect who are private practitioners. In no instance shall any member of the Nominating Committee be nominated for any Academy position while ~~he or she~~ serves/serving on the Nominating Committee. In any solicitation of the voting Fellows and Members, all nominees shall be listed in alphabetical order with notation of the source of nomination.

## Section 6.07. Special Committees

The Board shall have authority to establish, appoint, or terminate special committees and to confer upon each such duties and authority deemed necessary and appropriate. Special committees shall be made up of such voting Fellows or Members as appointed by the President-Elect subject to approval of the Board of Directors to staggered two-year terms. The President-Elect shall name ~~his or her~~ nominees for committee positions, including committee chairs, for which ~~he or she~~ the President-elect will have nominating responsibility, and which shall become vacant following the next annual meeting of the Foundation. The Board of Directors shall then approve or disapprove each nominee prior to its annual meeting. In the event that the Board of Directors shall disapprove any nominee, an additional nominee or nominees shall be presented to the Board of Directors by the President-Elect. Each member shall be eligible for reappointment to two successive two-year terms with the approval of the Committee Chair and the President-Elect and may serve a maximum of six (6) years. Any committee member shall be re-appointable after the passage of two years. The President-Elect may appoint consultant members who are not voting Fellows or Members and who shall have no vote. The President-Elect shall designate one member as Chair, subject to approval by the Board of Directors. The jurisdiction and responsibility of each committee shall be at the discretion of the Board of Directors.

## Section 6.09. Coordinators

- (a) The Board shall have the authority to establish or eliminate the positions of Coordinator, whose role is to advise on and coordinate specific Academy programs and activities. The Board shall appoint voting Fellows or Members in good standing to fill such Coordinator positions. Coordinators shall serve a single four-year term and may not be re-appointed to the same position until four years have elapsed from the end of their completed term. The jurisdiction and responsibility of each Coordinator shall be determined by the Board of Directors and described in the current Academy/Foundation Member Handbook.
- (b) Coordinators shall be approved and appointed by the Board of Directors the year proceeding the year that will mark the close of the term of office of the incumbent Coordinator in order to allow for an orderly transition of responsibilities. If a new Coordinator is appointed, the newly elected Coordinator shall have the title of Coordinator-Elect and shall automatically succeed to the office of Coordinator upon the close of the incumbent Coordinator's term of office, or prior thereto if for any reason the incumbent Coordinator is unable to fulfill ~~his or her~~ the term of office.