

Bylaws of the Association for Research in Otolaryngology

Revised December 1, 2005

ARTICLE I. NAME

The name of the Organization shall be the Association for Research in Otolaryngology.

ARTICLE II. DURATION

The term for which it is organized shall be perpetual. However, in the event of dissolution of the Association, its property shall be distributed for educational purposes and may be transferred to another 501(c)(3) organization with goals similar to that of ARO. The disposition of any assets will be determined by recommendation of Council and approval by majority vote of the membership.

ARTICLE III. ADDRESS OF INCORPORATION

The address of its initial registered office in the State of Massachusetts is the Department of Otolaryngology, Massachusetts Eye and Ear Infirmary, 243 Charles Street, Boston, Massachusetts 02114. The name of its initial registered agent at said address is Harold F. Schuknecht.

ARTICLE IV. PURPOSE

The aims of the Association shall be encouragement and promotion of research, both basic and clinical, in the broad field of Otolaryngology and related areas; to foster friendly assembly and stimulate scientific interest among its members; to this end, the Association shall hold scientific meetings at regular intervals and engage in such activities as the membership deems appropriate to achieve these objectives.

In furtherance of the purpose of the corporation, it may purchase, lease or otherwise acquire, hold, sell, lease, convey or otherwise dispose of real and personal property or any interest therein to receive, hold and invest funds and endowments and to receive and expand the income thereof, and to hold and dispose of such sums of money as may be necessary or proper in connection with the objects and purposes of the corporation and which may not be contrary to law.

The corporation is not formed for pecuniary profit or financial gain, and no part of the assets, income or profit of the corporation is distributable to, or inures to the benefit of its members, director or officers or any private person except for scientific honors and awards and to the extent permissible under the Not-for-Profit Corporation Law.

ARTICLE V. MEMBERSHIP

Section I.

Members shall be individuals with particular competence or interest in the field of otolaryngologic investigation and research who meet the requirements as established thereafter and are properly proposed and voted by the Council.

Section II. Categories of Membership

a) Regular Member: Any person with established competence in research in the clinical and/or basic sciences as they relate to otolaryngology, who exhibits an interest in supporting the goals of the Association, and who has demonstrated these qualities by his/her actions and scientific publications is eligible for Regular membership.

To become a Regular member, a candidate must be proposed for membership by two members in good standing. The Membership Committee shall be furnished with the candidate's application, and curriculum vitae (or other evidence of research interest and competence). There shall be no specific requirements regarding medical board certification or academic degrees.

- b) Associate Member: Any person who is engaged in formal training as required for certification by the American Board of Otolaryngology or who is in pursuit of a post-baccalaureate degree or who is formally recognized by his/her institution as a postdoctoral fellow, and who is engaged in research in the broad area of otolaryngology, and exhibits an interest in supporting the goals of the Association may be elected to associate membership. To this end, he/she must present a request to the Membership Committee for status as an associate member and provide proof that he/she is in training. Associate members are not eligible to vote or to hold office, but may serve on committees of the association. Associate membership shall be limited to 5 years. It may be renewed for one additional 5-year term. Upon completion of training, or post-graduate education, or fellowship, the associate member must request reclassification to Regular membership by application to the Secretary-Treasurer of the Association.
- c) Senior Member: Any Regular member, aged 55 or over, who has retired from practice, teaching, and research may be designated a senior member by action of the ARO Council at the member's request. Senior members are not eligible to vote or to hold office in the Association; however, they may serve on committees. A Regular member wishing to change membership category to senior member must notify the Secretary-Treasurer of his/her request.
- d) Honorary Member: A person who has contributed in any extraordinary manner to the advancement of otolaryngology and related sciences may be elected by the majority vote of Council, and confirmed by a majority vote of the ARO membership. Honorary members shall have all the privileges of membership except the right to vote or hold office and shall not be required to pay dues.

Section III. Election of Members

Upon a two-thirds approval by the Membership Committee, names of all members being considered for membership in each membership category will be submitted to Council twice per year by dates specified by Council. Two-thirds approval of Council is required for election to membership in each membership category. The names of the newly elected members shall be published twice yearly on the Association's website, made available upon request from the Executive Office and available at any Business Meeting. The Secretary-Treasurer shall notify the new member in writing of his/her election or non-election to membership within thirty (30) days of Council vote.

ARTICLE VI. MEMBERSHIP COMMITTEE

A Membership Committee consisting of Regular members in good standing shall be appointed by the President with the approval of a two-thirds majority of the Council. The members of the Membership Committee shall serve for terms of three consecutive

years, with the terms being staggered, and the members may be reappointed.

ARTICLE VII. TERMINATION OF MEMBERSHIP

Section I.

The membership of any person may be terminated at any time by a letter of resignation from the member.

Section II.

The membership of any person may be terminated at any time by a two-thirds vote of the Council. When such termination has been so recommended in writing by any two Regular members because of conduct detrimental to the objectives of the Association, the member proposed for termination shall be notified in writing within sixty (60) days and has the right to appear before Council and explain his/her position to the incriminator(s) before the recommendation is acted upon. The accused member has the right to request a vote of the general membership and if such a vote is requested, the President shall prepare a letter ballot, ensure that only one ballot is returned per eligible voting member of the Association, and count the votes. Members shall have thirty (30) days to return the ballot. In case the President or Council Member is being balloted for membership termination, the Council, upon two-thirds majority vote, with that Council member not voting and absent during the vote, shall choose A Regular member in good standing to carry out the provisions of this section instead of the President.

Section III.

With the approval of Council, membership may be terminated upon failure to pay dues.

ARTICLE VIII. DUES AND FEES

- a) Members shall pay dues, including late payment penalties, in the amount determined by a two-thirds majority vote of the Council.
- b) The Council, by a two-thirds majority vote, may assess other fees as necessary to operate the Association in accordance with the law and the provisions of these Bylaws.
- c) Council may decide, by a two-thirds majority vote, to allow a member in any membership category to forego payment of dues or other Association fees for a specified period of time.
- d) Members shall receive at least two notifications of dues in each year.
- e) Members who are in financial hardship may petition the Council for exemption from payment of dues.

ARTICLE IX. OFFICERS

Section I.

Officers of the Association shall be: President, President-Elect, Secretary-Treasurer, Editor, Historian, Immediate Past President, and three Council Members at Large. All officers of the Association shall serve without compensation.

Each director or officer, present or former, of the Association serving in another elected or appointed capacity, as well as employees, volunteers and agents, shall be indemnified by the Association against all costs and expenses reasonably incurred by

or imposed upon him/her in connection with or arising out of any action, suit, or proceeding in which he/she may be involved by reason of his/her being or having been such director, officer, or other officially recognized representative, such expenses to include reasonable attorney's fees and the cost of reasonable settlements (other than amounts paid to the Association itself) made with a view to curtailing costs of litigation. The Association shall not, however, indemnify any director or officer with respect to matters as to which he/she shall be finally adjudged in any such action, suit, or proceeding to have been derelict in the performance of his/her duty as such director or officer, nor in respect to any matter on which any settlement or compromise is effected, if the total expense, including the cost of such settlement, shall substantially exceed the expenses which might reasonably be incurred by such director or officer in conducting such litigation to a final conclusion. No officer or director shall be indemnified with respect to any matter as to which he/she shall have been adjudicated in any proceeding to have not acted in good faith in the reasonable belief that his/her action was in the best interests of the Association. The foregoing right of indemnification shall not be exclusive of other rights to which any officer may be entitled as a matter of law. In determining the reasonableness of any settlement, judgment of the Council of the Association shall be final.

- a) President: The President shall be the chief officer of the Association and preside at all of the meetings, including that of the Council and shall serve for a term of one year. He/she shall not be eligible to serve another term. The President and his/her designated program chairperson with advice of Council shall arrange scientific programs for the Annual MidWinter Meeting.
- b) President-Elect: The President-Elect shall, in the absence or disability of the President, perform the duties and exercise the powers of the President. The President-Elect will automatically serve as President during the following year.
- c) Secretary-Treasurer: The Secretary-Treasurer shall keep a record of the proceedings of all meetings; notify officers, new members and associate members of their election; notify committee members of their election and responsibilities; prepare and distribute minutes of all meetings of the Association and of the Council; distribute notices concerning forthcoming meetings; carry on all correspondence as is deemed necessary by the Council; and maintain a list of all members of the Association and their addresses. He/she shall arrange for all meetings of the Association.

The Secretary-Treasurer is generally responsible for the financial affairs of the Association. He/she shall have responsibility for all corporate funds, for overseeing the collecting of membership dues and other fees (through the Business Office), and generally be responsible for the financial affairs of the Association. A public accountant shall conduct an audit review annually of the accounts of the association. The report generated shall be available for inspection at the request of the President. The Secretary-Treasurer shall present a report on the accounts of the Association annually to the Council and shall present a summary of those accounts to the membership at the Annual Business Meeting.

At the completion of the final term of office of the Secretary-Treasurer, he/she shall prepare a full financial report of the

three years of his/her office including all audit reports, any Audit Committee's reports, and recommendations for the incoming Secretary-Treasurer.

He/she shall serve a term of three consecutive years and may not be reelected.

- d) Editor: The Editor shall be responsible for matters pertaining to the Association's publications which inform members of news of the Association's affairs and which regard the content of meetings. The Editor shall set the schedule and be responsible for publications which inform members about the news and affairs of the association as described in these Bylaws and as directed by Council. The Editor will serve a term of three years as a voting member of the Council and may be reelected.
- e) Historian: The Historian shall be responsible for maintaining the historical records of the Association. The Historian shall be appointed by Council by a two-thirds majority vote. The Historian shall serve a term of three years as a voting member of the Council and may be reappointed.
- f) Council: The Council of the Association shall consist of the President, who shall act as Chairperson, President-Elect, immediate Past President, Secretary-Treasurer, Editor, Historian, and three at large Regular members elected by the membership. At large Council members will be elected for a period of three years with one rotating off each year. The terms of office for each Council member are from March 1 of the year of election to the last day in February of the next year. If March 1 falls during the time of a formal Association, Science, Business, or Council meeting, the terms of Council offices will begin the day immediately following the last day of the meeting. To facilitate the business of the Association, the President, with the approval of two-thirds majority of Council, may appoint Regular members to serve as non-voting Ex Officio members of Council

The Council shall manage the affairs of the Association. It shall act upon information and resolutions pertaining to the purposes of the Association. It shall determine the time and place of the Annual Business and Scientific meetings. The Council shall fill vacancies for the Association's offices and three at-large Council positions that occur by reason of resignation, death, or other causes. The Council may acknowledge the outstanding accomplishments of individuals by citation or awards. Such citations or awards shall be approved by a two-thirds majority vote of the Council and presented by the President.

A two-thirds majority of the Council shall constitute a quorum for the transaction of business and any act or decision of Council members present at a meeting at which a quorum is satisfied shall be considered the act or decision of the entire Council. Meetings of the Council shall be held from time to time at such times and places as may be agreed upon by a two-thirds majority of the Council members or a meeting of the Council may be held by conference telephone, if a quorum of the Council participates or the President or any two other members of Council may designate a meeting time and place upon five days written notice, delivered personally or mailed to each other member of the Council. The Council shall meet in person at least twice per year. At least one meeting of the

Council shall be held at the time and location of an annual meeting. When voting cannot take place at one of the two official meetings of the council, the council shall be authorized to hold a mail ballot or use other electronic means where signatures can be verified. The decision to hold a mail ballot must be approved by two thirds majority of council.

- g) Office of Business Management: The Council may establish an office for the business management of the Association. The Manager of such an office will report directly to the Secretary-Treasurer. The Council must approve renewal or extension of contracts with a two-thirds majority.

Section II.

Any vacancies among the officers of the Associations may be filled for the unexpired term by action of the Council.

Section III.

- a) Nominating Committee: The Nominating Committee shall consist of five Regular members of the Association: the immediate Past President, two Regular members of the Association appointed by the President with a two-thirds majority vote of Council, and any two Regular members of the Association elected by the most votes of the Regular membership attending the Annual Business Meeting. In cases of ties for membership on the Nominating Committee, a vote shall be immediately taken to choose among those nominees receiving the tied votes. This procedure shall continue until two members have been elected to the Nominating Committee. The full Nominating Committee shall be constituted at the Annual Business Meeting.

The Nominating Committee shall nominate Regular members in good standing for the offices of President-Elect, Secretary-Treasurer, Editor, and the three Council members. The Nominating Committee shall nominate at least one person and no more than two persons for any office. The slate of candidates shall be distributed to the membership at least thirty (30) days before any vote.

- b) Election: A ballot of the entire voting membership of the Association shall be prepared by the Nominating Committee. The ballot shall contain the full names, current addresses, and candidate statements for all nominees for each office being voted on. The office and its definition as found in these Bylaws shall also appear on the ballot. The ballot shall have ample space for write-in nominations for nominees who are Regular members in good standing. The Nominating Committee shall ensure that each voting member returns only one ballot and is a Regular member, but in such a manner that the members' votes remain anonymous. The member may vote for one, and only one, nominee for each office being voted on, but need not vote for all offices being voted on. The voting members shall have thirty (30) days to return their ballots to the Nominating Committee.

The Nominating Committee or their designate shall count the votes and the person receiving the majority vote among those returned ballots with a registered vote for that office shall be elected. If no nominee for an office receives a majority vote, a second ballot containing the names of the two nominees receiving the most votes on the original ballot, prepared under the same guidelines as the original ballot, shall be submitted to all voting members of the Association. The person receiving the majority vote on the second ballot shall be elected.

If a third vote is necessary, then Council shall decide by a majority vote which of the two people listed on the second ballot shall serve.

The list of nominations and the outcome of the election shall be published and announced at the next Business Meeting of the Association.

ARTICLE X. COMMITTEES

The organization shall have three types of committees: bylaws committees, standing committees and ad hoc committees.

SECTION I. – BYLAWS COMMITTEES

Bylaws committees are established in these bylaws and can only be changed by formal amendment of the bylaws. They are the membership committee [described in article vi], the nomination committee [described in article ix, section iii], and the long range planning committee [described below]

Long-Range Planning Committee: The Chairman of the Long-Range Planning Committee shall be appointed by the President, with the approval of a two-thirds majority of Council, from among the Regular members of the Association who have served on the Committee within the past three years. The President, with the approval of a two-thirds majority of Council, shall appoint up to twelve members of a Long-Range Planning Committee. The Long-Range Planning Committee shall advise the Council on the long-range needs and plans of the Association. Membership on the Committee shall be for staggered three-year terms, with one-third of the members beginning new terms each year. A member may be reappointed to the Long-Range Planning Committee. In addition, the President-Elect shall be an 'ex officio' member. If a member of the Committee resigns his/her appointment, a replacement may be named by the President to serve the unexpired term.

SECTION II. – STANDING COMMITTEES

Standing Committees of the Association, in addition to committees already named in these Bylaws, shall be appointed by the President, with the approval of a two-thirds majority of Council, and such members shall serve three consecutive years and the terms of membership on a Standing Committee shall be staggered. Members may be reappointed to a Standing Committee. All Standing Committees shall have a specified termination date. Standing Committees may be continued or disbanded at any time by a two-thirds majority vote of Council. The method of selection of members of any committee shall be specified at the time of the committee's creation.

SECTION III. – AD HOC COMMITTEES

The President may name Ad Hoc Committees of the Association at anytime during his/her term as President. Such Ad Hoc Committees shall be disbanded after the current President leaves Council as the outgoing Past-President.

ARTICLE XI. BUSINESS MEETINGS OF THE ASSOCIATION

The President, upon approval of a two-thirds majority of Council may convene a Business Meeting of the Association at any time. At least one Business Meeting shall be convened per year at the time of the Annual MidWinter Meeting in order to carry out the provisions specified in these Bylaws. All members of the Association may attend the Business Meeting, but only Regular members may vote. The agenda of the Business Meeting, including

items requiring a vote of the membership, will be decided by the President. All votes shall be decided by a two-thirds majority of regular members in attendance at the business meeting unless otherwise specified in these bylaws. All Business Meetings shall be announced to the membership at least ninety (90) days prior to the meeting date.

ARTICLE XII. RULES AND AMENDMENTS

All Council meetings, annual meetings and committee meetings shall be conducted according to Robert's Rules of Order unless specified otherwise in the Bylaws.

The Council may, by majority vote, interpret the meaning of provisions of the Bylaws, to govern various activities of the Association.

The members of the Association present at any meeting shall constitute a quorum of the members for the transaction of business, except as otherwise provided by law or by these Bylaws. A member may vote only if he/she personally attends said meeting.

All questions before any meeting of the members, except questions concerning the amendment of the Bylaws, shall require a majority vote of the members present at such meeting in order to be resolved.

Amendments to the Bylaws may be proposed in writing by any three Regular members in good standing or by the Council. The proposed amendments are to be circulated to the membership at least thirty (30) days prior to a letter ballot vote on the amendments to allow the membership time to make additional suggestions concerning the proposed amendments. Proposed amendments shall be adopted by a two-thirds majority vote of those voting members who returned a ballot with a registered vote. The President shall be responsible for preparing the ballot, assure that there is only one returned ballot per eligible voting member, and count the votes. Balloted members shall have thirty (30) days to return their ballots. Any and all changes in the Bylaws shall become effective March 1 following the balloting. If March 1 falls during the period of a formal Scientific, Council, or Business Meeting of the Association, the new Bylaws will become effective the day immediately following the last day of the meeting. The Bylaw changes shall be published and a discussion of pending Bylaw changes shall be presented at a Business Meeting of the Association prior to balloting of the membership.