

**BYLAWS**  
**OF THE**  
**AMERICAN OTOLOGICAL SOCIETY, INC.**



<p style="text-align: center;">Article 1. Organization</p> <p>1.1.0 Name</p> <p>1.2.0 Location</p> <p style="text-align: center;">Article 2. Purposes</p> <p>2.1.0 Purposes</p> <p style="text-align: center;">Article 3. Membership</p> <p>3.1.0 Classifications</p> <p>3.2.0 Qualifications and Privileges</p> <p style="text-align: center;">Article 4. Council</p> <p>4.1.0 General Powers</p> <p>4.2.0 Number</p> <p>4.3.0 Nominations</p> <p>4.4.0 Election</p> <p>4.5.0 Term of Office</p> <p>4.6.0 Vacancies</p> <p>4.7.0 Meetings of Council</p> <p style="padding-left: 20px;">4.7.1 Regular Meetings</p> <p style="padding-left: 20px;">4.7.2 Special Meetings</p> <p style="padding-left: 20px;">4.7.3 Notice of Meetings</p> <p style="padding-left: 20px;">4.7.4 Quorum</p> <p style="padding-left: 20px;">4.7.5 Manner of Acting</p> <p style="text-align: center;">Article 5. Offices of the Council</p> <p>5.1.0 Number</p> <p>5.2.0 President</p> <p>5.3.0 President-Elect</p> <p>5.4.0 Secretary-Treasurer</p> <p>5.5.0 Education Director</p> <p style="text-align: center;">Article 6. Committees</p> <p>6.1.0 Nominating Committee</p> <p>6.2.0 Award of Merit Committee</p> <p>6.3.0 Public Relations Committee</p> <p>6.4.0 Audit Committee</p> <p>6.5.0 Program Advisory Committee</p> <p>6.6.0 Membership Committee</p> <p style="text-align: center;">Article 7. Annual Meeting</p> <p>7.1.0 Time and Place</p> <p>7.2.0 Notice</p> <p>7.3.0 Quorum</p> <p>7.4.0 Manner of Acting</p>	<p>7.5.0 Method of Voting</p> <p>7.6.0 Order of Business</p> <p>7.7.0 Attendance</p> <p>7.8.0 Presentations</p> <p style="text-align: center;">Article 8. Dues</p> <p>8.1.0 Annual Dues</p> <p>8.2.0 Failure to Pay Dues</p> <p style="text-align: center;">Article 9. Nomination and Election of Candidates</p> <p>9.1.0 Nomination and Election</p> <p style="text-align: center;">Article 10. Resignations</p> <p>10.1.0 Resignation</p> <p style="text-align: center;">Article 11. Discipline</p> <p>11.1.0 Expulsion</p> <p style="text-align: center;">Article 12. Fiscal Year</p> <p>12.1.0 Fiscal Year</p> <p style="text-align: center;">Article 13. Amendments of Bylaws</p> <p>13.1.0 Amendments</p>
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## ARTICLE 1. ORGANIZATION

- 1.1.0 *Name.* The name of this Corporation shall be the American Otological Society, Inc.
- 1.2.0 *Location.* The Society may have offices at such other places as the Council may from time to time designate or as the operation of the Society may require.

## ARTICLE 2. PURPOSES

- 2.1.0 *Purposes.* The purposes of this Society are educational, within the meaning of 501(c)(3) of the Internal Revenue Code of 1986, as amended.

## ARTICLE 3. MEMBERSHIP

- 3.1.0 *Classifications.* Members shall be classified as
- a. Active.
  - b. Senior.
  - c. Emeritus.
  - d. Associate.
  - e. Honorary.
  - f. Corresponding.
- 3.2.0 *Qualifications and Privileges*
- a. Active Members
    - i. Shall have earned a Doctor of Medicine degree or the equivalent acceptable to the Council.
    - ii. Shall have been certified by the American Board of Otolaryngology or by an equivalent certifying body acceptable to the Council.
    - iii. Shall have engaged primarily in the practice of at least one of the following disciplines: otology, neurotology, or lateral skull base surgery for eight or more years following the completion of their training.
    - iv. Shall have demonstrated a degree of knowledge and ability in at least one of the following disciplines: otology, neurotology, or lateral skull base surgery to warrant consideration for membership.
    - v. Shall have carried out their patient care responsibilities with professional competence, intellectual honesty, and high ethical standards.
    - vi. Shall have an outstanding record of scholarly achievement including teaching and independent initiative in contributing to at least one of the following disciplines: otology, neurotology, or lateral skull base surgery. Accordingly, the Proposer's letter sent to the AOS Council should evaluate scholarly achievement with respect to:
      - Impact, innovation and quality of contributions
      - Generating new knowledge of significance to otology
      - Mentorship and excellence in teaching
      - Leadership roles and program building
      - Clinical distinction as an otologist
      - Contributions to the goals of the American Otological Society
    - vii. Shall have the right to vote and to serve on the Council.

- b. Senior Members
  - i. Shall have been active members for at least 20 years or have reached the age of 70 years. An active member may request transfer to senior membership and upon the approval of the Council and the membership at the next annual meeting will be transferred to this category. Senior membership shall begin on July 1 after the annual meeting.
  - ii. May vote, propose new members, participate in business and scientific sessions and serve on committees, but may not serve as a member of the Council.
  - iii. Shall be eligible for a reduced rate of annual dues but shall be required to pay fees for social events.
- c. Emeritus Members
  - i. Shall have been active, senior, associate, or corresponding members who no longer are engaged in the practice of medicine because of illness, retirement or other extenuating circumstances and who are not eligible for senior membership. Any member may request transfer to emeritus membership, and upon the approval of the Council and the membership shall be transferred to this category July 1 after the annual meeting.
  - ii. May participate in business and scientific sessions but may not vote, propose new members, serve on committees or serve as a member of Council.
  - iii. Shall be exempt from the payment of annual dues but shall be required to pay fees for social events.
- d. Associate Members
  - i. Shall be those who are ineligible for active membership but are considered worthy of membership in the Society because of their contributions to at least one of the following disciplines: otology, neurotology, or lateral skull base surgery.
  - ii. May participate in business and scientific sessions and may serve on committees. Associate members may not vote, propose new members or serve as a member of the Council.
  - iii. Shall pay the initiation fee, meeting and registration fees, fees for social events, and annual dues as determined by the Council.
- e. Honorary Members
  - i. Shall be those individuals who because of their outstanding contributions in at least one of the following disciplines: otology, neurotology, or lateral skull base surgery are considered worthy of this special honor.
  - ii. Shall be recommended by an active or senior member or a member of the Council. Election shall take place after approval of the Council and of the voting members.
  - iii. May participate in scientific sessions but may not vote, propose new members, serve on committees or serve as a member of Council.
  - iv. Shall be exempt from the payment of the initiation fee and annual dues.
- f. Corresponding Members
  - i. Shall have demonstrated a degree of knowledge and ability in the practice of otology, neurotology, or lateral skull base surgery outside the US or Canada to warrant consideration for membership.
  - ii. May participate in business and scientific sessions and may serve on committees. Corresponding members may not vote, propose new members or serve as a member of the Council.
  - iii. Shall pay the initiation fee, meeting and registration fees, fees for social events, and annual dues as determined by the Council.

## ARTICLE 4. COUNCIL

4.1.0 *General Powers.* The Council shall be the lawful custodian and shall have the management and control of the property and affairs of the Society subject to the provisions of the Certificate of Incorporation, as now or hereafter amended.

4.2.0 *Number.* The Council shall consist of eight members who shall act as the directors of the Society in accordance with the laws of the state of Illinois and the Certificate of Incorporation.

4.3.0 *Nominations.* It shall be the duty of the Council by resolution adopted prior to the annual meeting of the Society, to recommend to the Nominating Committee names of Council candidates for the next year. Recommendations except for the retiring President and his or her immediate predecessor shall not be binding upon the Nominating Committee. (See Nominating Committee 6.1.0)

4.4.0 *Election.* The election of the Council shall be held at the second business session of the annual meeting and shall be by voice vote unless there have been nominations in addition to those presented by the Nominating Committee. Additional nominations may be submitted by the membership, provided they are received by the Society Administrator at least 10 days prior to the annual meeting.

The Council shall organize by selecting from among its members a President, President-elect, a Secretary-Treasurer and an Education Director.

4.5.0 *Term of Office.* Members of the Council shall serve for one year, to begin July 1 and to terminate on June 30 or until their successors are elected, except in the case of the Secretary-Treasurer and the Education Director, each of whom shall serve for a maximum period of five years.

Prior to the final year of service of the Secretary-Treasurer and the Education Director, an assistant Secretary-Treasurer and an assistant Education Director shall be elected. The assistant Secretary-Treasurer and assistant Education Director shall be ex officio members of the Council without vote in Council meetings.

4.6.0 *Vacancies.* All vacancies in the Council, whether caused by resignation, removal, death or otherwise shall be filled by the Council for the unexpired term for the position vacated.

4.7.0 *Meetings of the Council.*

4.7.1 *Regular Meetings.* The Council shall meet immediately before the annual meeting each year and on at least one other occasion during the year at a time selected by the President and the Secretary-Treasurer appropriate for carrying out the business of the Society.

4.7.2 *Special Meetings.* Special meetings of the Council may be held at other times and places upon call by the President and Secretary-Treasurer or may be called by the Secretary-Treasurer upon request of three members of the Council.

4.7.3 *Notice of Meetings.* Written notice of the time and place of any regular or special meeting shall be mailed to each member of the Council at least 30 days prior to such meeting. In the event of a special meeting, the purpose of such meeting shall be included in the notice.

4.7.4 *Quorum.* Five members shall constitute a quorum of the Council.

4.7.5 *Manner of Acting.* The action of a majority of the Councilors present at a meeting at which a quorum is present shall constitute the will of the Council, except as otherwise provided in the Articles of Incorporation or these bylaws. The President, or, in his or her absence, the President-Elect, or, in the absence of such officers, a person selected by the members present, shall act as chairman of the meeting. The Secretary-Treasurer, or, in his or her absence, one of the other members shall act as Secretary-Treasurer of the meeting.

## ARTICLE 5. OFFICERS OF THE COUNCIL

5.1.0 *Number.* The officers of the Council shall be President, President-Elect, Secretary-Treasurer, and the Education Director.

5.2.0 *President.* The President shall be the principal officer of the Society and shall perform the usual duties of such an office. In addition, he or she shall be responsible for arranging the scientific program of the annual meeting. He or she shall be an ex-officio member of the Board of Trustees of the Research Fund.

5.3.0 *President-Elect.* The President-Elect shall understudy the President and be available to assist him or her during the latter's incumbency. In the absence of the President, he or she shall perform the duties of the President and

shall be governed by the powers and restrictions of the President. The President-Elect shall have such other powers and shall perform such other duties as may be assigned to him by the Society, the Council or the President.

5.4.0 *Secretary-Treasurer.* The Secretary-Treasurer shall perform the usual duties of such office and shall serve for a maximum period of five years. He or she shall submit annually to the Society a Secretary's report and a Treasurer's report. The Treasurer's report shall be audited by an Auditing Committee appointed by the President and also audited by a qualified accountant selected by the Council. The Secretary-Treasurer-Elect shall understudy the Secretary-Treasurer.

5.5.0 *Education Director.* The Education Director shall represent the interests of the Society in matters related to the educational programs, including assisting the President with the development of the format for the annual meeting, serving on the Program Advisory Committee, addressing any conflict of interest concerns arising, and fulfilling the measures necessary to maintain continuing education certification. In addition, he/she shall submit a report to the membership annually for a Society newsletter. The Education Director shall serve for a maximum period of five years. The Education Director-Elect shall understudy the Education Director.

## ARTICLE 6. COMMITTEES

6.1.0 *Nominating Committee.* At the first business session of the annual meeting of the Society, a Nominating Committee of five shall be elected from the active and senior members to nominate candidates for 1) the Council and 2) the Award of Merit Committee for the ensuing year. The Nominating Committee shall report to the Society at the second business session. Members of the Council shall not serve on the Nominating Committee.

6.2.0 *Award of Merit Committee.* The Award of Merit Committee shall consist of the current President, the two immediate Past Presidents and two members (active or senior) elected annually by the membership. The senior Past-President shall be the Chairman of the Award of Merit Committee. The Secretary-Treasurer shall be an ex-officio member.

6.4.0 *Audit Committee.* The Audit Committee shall be appointed by the President of the Society and shall consist of three active or senior members. The first appointed shall be the Chairman. A member of the Council shall not serve on the Audit Committee. The Committee shall review the financial records made available by the Secretary-Treasurer prior to the annual meeting and report to the members at the second business session.

6.5.0 *Program Advisory Committee.* The Program Advisory Committee shall consist of the President, the Education Director, and other designated members appointed by the President. The numbers of members and length of terms will be set by the Council. The President shall serve as Chair and shall present the scientific program to the Council for approval at the time of the mid-winter meeting.

6.6.0 *Membership Committee.* The Membership Committee shall review qualifications and suitability for membership. Only candidates certified for membership by the Membership Committee shall be submitted for approval to the membership. The members of the Council shall constitute the Membership Committee.

## ARTICLE 7. MEETINGS

7.1.0 *Time and Place of Annual Meeting.* The annual meeting of the Society shall be held at such time and place as decided by the Council.

7.2.0 *Notice of Meetings.* Notice of the meetings shall be mailed to each member of the Society by the Secretary-Treasurer at least 30 days prior to meeting.

7.3.0 *Quorum.* Twenty voting members shall constitute a quorum. In cases of failure to constitute a quorum, voting may be conducted subsequent to the annual meeting by electronic balloting of all eligible members.

7.4.0 *Manner of Acting.* Any majority vote taken by the members present at a meeting at which a quorum is present shall be the will of the Society, except as otherwise provided in these bylaws. The President, or, in his or her absence the President-Elect, or in the absence of such officers, a person selected by the members shall act as Chairman of the meeting. The Secretary-Treasurer, or, in his or her absence, a person selected by the members shall act as Secretary-Treasurer of the meeting.

7.5.0 *Method of Voting.* Voting shall be conducted as follows:

- a. At all meetings voting shall be by voice vote except when names are submitted in addition to those proposed by the Nominating Committee, in which case voting shall be by ballot.

- b. Where voting by ballot is required, ballots shall be provided and there shall not appear on such ballot any marks that might indicate the person who cast such ballot.
- c. At all votes by ballot, the presiding officer of the meeting shall immediately prior to distributing the ballots, appoint three "Inspectors of Election." The inspectors shall, at the conclusion of such voting, certify to the presiding officer the results of the vote and certified copies of their report shall be physically fixed to the minutes of that meeting.
- d. No Inspector of Election shall be a candidate for office or a member of the Council.

7.6.0 *Order of Business.* The regular order of business at each annual meeting of the Society shall be carried out in a manner prescribed by the Council.

7.7.0 *Attendance.* Any active member who has absented himself or herself from three consecutive annual meetings without reason satisfactory to the Council shall be dropped from membership in the Society and shall be notified to that effect by the Secretary-Treasurer. Any former member may be reinstated by three-fourths vote of the council upon presentation of valid justification for such reinstatement and payment of the initiation fee.

7.8.0 *Presentations.* The authors of each abstract accepted for podium presentation at the annual meeting shall submit a complete manuscript with suitable figures and illustrations at least four weeks before the meeting to the society's primary journal, *Otology & Neurotology*. Failure to submit a manuscript will result in removal of the presentation from the program. All papers read before the Society shall become the property of its primary journal, *Otology & Neurotology*. No member or invited speaker shall present a paper that has previously been published, or if the Council has determined that an unresolvable conflict of interest is present. The length of time allotted for each presentation and any discussion shall be determined by the President and/or a program committee appointed by him or her.

#### ARTICLE 8. DUES

8.1.0 *Annual Dues.* The annual dues of the active, senior, associate, and corresponding members shall be determined by the Council. Any changes in the dues shall be subject to the approval by a majority of the voting members present at the annual meeting. The annual dues shall be payable on notice from the Secretary-Treasurer on or about July 1 of each calendar year.

8.2.0 *Failure to Pay Dues.* Any active, senior, associate, and corresponding member whose dues remain unpaid at the end of the fiscal year shall be considered delinquent. Such delinquency shall be reported to the Council at its next meeting. The failure to pay dues for two consecutive years shall result in forfeiture of membership, this action to be determined by the Council.

#### ARTICLE 9. NOMINATION AND ELECTION OF CANDIDATES

9.1.0 *Nomination and Election.* The procedure to be followed in the nomination and election of candidates shall be as follows:

- a. Nominations of candidates for active, associate, and corresponding membership must be made by two voting members and on a form approved for this purpose. No member of the Council may act as a proposer or seconder.
- b. A proposer and seconder of a candidate are required to submit letters to the Council setting forth the qualifications of the candidate. Contributions to otology shall be regarded as an essential qualification. Digitally signed, electronic copies on proposer letterhead are permitted.
- c. Not later than November 1, the Secretary-Treasurer shall send to each voting member of the Society a ballot containing the names of all candidates, with the names of the proposer and seconder and their curriculum vitae.
- d. Any candidate vetoed by eight percent of the voting members shall be eliminated from the list of applicants for membership.
- e. The names of the remaining candidates for active membership shall be reviewed by the Council by electronic communication after the election. If there is not more than one dissenting vote in the Council for a candidate, he or she shall be certified to be elected. The Secretary-Treasurer will immediately notify each candidate of his or her election and induction at the next annual meeting.

- f. Nominations to honorary membership shall be made by the Council at an annual meeting. A three-fourths affirmative vote of all voting members present shall be required for election.
- g. The names of the remaining candidates for associate membership shall be made under the same procedure as specified for active membership. All candidates for associate membership, whose applications have been approved by the voting members of the Council, shall be certified to be elected. The Secretary-Treasurer will immediately notify each candidate of his or her election and of induction at the next annual meeting.
- h. The names of the remaining candidates for corresponding membership shall be made under the same procedure as specified for active membership. All candidates for corresponding membership, whose applications have been approved by the voting members of the Council, shall be certified to be elected. The Secretary-Treasurer will immediately notify each candidate of his or her election and of induction at the next annual meeting.

#### ARTICLE 10. RESIGNATIONS

10.1.0 *Resignation.* Any member of the organization may resign at any time by giving written notice to the President or to the Secretary-Treasurer. Such resignation shall take effect at the time specified in the letter, or, if no time is specified, on receipt of the notice.

#### ARTICLE 11. DISCIPLINE

11.1.0 *Expulsion.* If two voting members submit in writing to the Council a charge of misconduct by another member, the President shall appoint an ad hoc committee consisting of at least three impartial members who are not members of the Council. The ad hoc committee shall consider the charges and the evidence and conduct a thorough investigation. It will then report to the Council their findings and recommendations. If the ad hoc committee is not unanimous in its recommendations, a minority report shall be filed. The Council shall consider the reports and take such action which it feels is indicated. If a majority of the Council reaches a decision which is adverse to the subject member, the Council shall notify him or her right to an appellate review by the Council at which time the subject member may make a full presentation, including any new evidence or mitigating circumstances. The subject member may have legal counsel. The member shall be notified that should he or she not exercise his or her right of an appellate review within ten days of receipt of such notice, the decision on the Council shall be final. Upon request of the subject member for an appellate review, the Council shall, within 60 days, set a time and place for such review and so notify the subject member. At the conclusion of the appellate review process, the decision of the Council shall be final.

#### ARTICLE 12. FISCAL YEAR

12.1.0 *Fiscal Year.* The fiscal year of the Society shall begin July 1 and end June 30.

#### ARTICLE 13. AMENDMENTS

13.1.0 *Amendments.* The Council or any 10 voting members may propose amendments to these bylaws. Written notice of the proposed amendments shall be sent by the Secretary-Treasurer to each active and senior member of the Society at least 30 days before the meeting at which action thereon is to be taken. A three-fourths vote of the members present shall be required to amend or alter the bylaws. Alternatively, the Council may seek approval of proposed amendments by written or electronic ballot; each eligible voting member must be provided with a written or electronic ballot and given a minimum of 30 days to report. A three-fourths vote of those members who submit a timely ballot shall be required to amend or alter these bylaws.