

**BYLAWS OF THE
ASSOCIATION OF ACADEMIC DEPARTMENTS OF OTOLARYNGOLOGY /
HEAD AND NECK SURGERY**

I. Membership

- Section 1. There shall be two classes of membership in the Association as set forth in the Articles of Incorporation: Regular Members and Associate Members.
- a) Regular Members shall be Otolaryngology divisions, departments or sections of educational institutions with responsibility for the education of medical students and/ or residents and which are either (a) organizations exempt from federal income taxation under section 115(a) of the Internal revenue Code of 1954 or (b) organizations exempt from Federal income tax under Section 501(a) as organizations described in Section 501(c)(3) which also are not private foundations under Sections 509(a)(1), (2) or (3) or said Code (or the corresponding provisions of any future United States internal revenue law).
- b) Members shall be individuals and organizations having an interest in the purpose and activities of the Association. Associate Members shall not be eligible to vote and shall not be able to hold office in the Association.
- Section 2. The Board may from time to time establish criteria for all classes of membership in addition to those set forth in the Articles of Incorporation and the bylaws, and the Board shall establish procedures by which it will review and accept applications for membership.
- Section 3. Each Regular Member of the Association shall be represented at its meetings by the Chairman or a delegate designated by the chairman of each such members' department, division or section of Otolaryngology. Each Associate Member, which is an organization, shall be represented by its Chairman or other administrative head.

II. Board of Directors (Executive Council)

- Section 1. The Board shall be composed of five (5) directors including the officers of the Association and two (2) other representatives of Regular Members. Such representatives shall be elected at the annual meeting of Members for staggered terms of two (2) years each so that one such representative shall be elected each year. Officers of the Association shall serve as Directors only as long as they hold office. The immediate past President shall be an ex-officio member of the Board, but will have no vote.
- Section 2. In the event of a vacancy among the elected representatives on the Board, the remaining Directors may designate by appointment a successor to serve until the next annual meeting of Members at which time a successor shall be elected to complete the unexpired term. The Board is authorized in its own discretion to leave a vacancy unfilled until the next annual meeting of the Members. A Director who ceases to be the Chairman or other administrative head of the Medical School Department (or division or section) of Otolaryngology of a Regular Member shall be disqualified from continued service on the board.
- Section 3. The Board shall have authority to transact all business of the Association and establish all policy of the Association except that specifically reserved to the membership by resolution duly adopted at a meeting of Members. When transacting business of the Association each member of the Board shall act on his or her own best judgment in the interest of Association as a whole. Members of the Board shall not be held personally liable for obligations of the Association.

III. Officers

- Section 1. The officers of the Association shall be elected by the designated representatives of the Members at their annual meeting. The officers shall be a President, a President-Elect, and a Secretary-Treasurer.
- Section 2. The President shall preside at the meetings of the Association, at meetings of the Board, and meetings of the Executive Committee. The President shall also represent the Association on all matters of official business.
- Section 3. In the event of the absence or disability of the President in connection with any duly called meeting of the Association, the Board or the Executive Committee, the President-Elect shall preside. The President-Elect shall succeed to the Office of President upon the expiration of the President's term or whenever the office of the President shall become vacant. In the event the President-Elect shall succeed to the office of President shall become vacant. In the event the President-Elect shall succeed to the office of President prematurely, by reason of that office becoming prematurely vacant, the President-Elect shall serve for the unexpired term of the previous President, as well as the term that would otherwise have been served after routine succession to the office of President.

Section 4. The Secretary-Treasurer shall act as secretary of the meetings of the Members and meetings of the Board, and in connection therewith shall keep the minutes of all meetings and be responsible for the proper distribution of all required notices.

The Secretary-Treasurer shall also be the Association's chief financial officer and as such shall be responsible for the supervision of the financial affairs of the Association. The Secretary-Treasurer shall also be responsible for the preparation of an operating budget for the Association, the financial procedures of the Association including an annual audit of its books and records and the recommendation to the Board of investment policies.

Section 5. All officers of the Association shall serve for a term of two (2) years or until their successors are qualified. All officers shall serve without compensation, fee or other payment, provided, however, that any officer shall be entitled to reimbursement for expenses actually incurred on behalf of the Association.

IV. Committees

Section 1. There shall be an Executive Committee comprised of the officers of the Association which shall have full power and authority to act for the Board between Board meetings, but the Executive Committee shall report any actions taken to the Board at its meeting immediately following such action.

Section 2. There shall be Nominating Committee comprised of three (3) designated representatives of the Regular Members, two (2) of which shall be elected at the annual meeting and the immediate Past-President serving as chairman. The Nominating Committee shall prepare a slate of candidates for all offices to be filled and for vacancies on the Board of Directors. Notice of the names of such Candidates shall be given in writing to the full membership of the Association at least two (2) weeks before its annual meeting. Nominations for all offices and board vacancies may also be made from the floor of the annual meeting.

Section 3. There shall be an Audit committee comprised of the three (3) designated representatives of the Regular Members appointed by the President whose duty shall be to evaluate the financial affairs of the association and deliver a written report at the annual meeting.

Section 4. The President shall have the power and authority to create ad-hoc committees from time to time for special functions or purposes.

V. Meetings

Section 1. The Members of the Association shall meet at least once each year at a time and place to be determined by the Board of Directors, and the members may meet more often upon call by the Board or if requested in writing by ten (10) percent or more of the Regular Members. Sixty (60) days notice of all regular meetings and annual meeting shall be given in writing. Thirty (30) days written notice shall be given for all special meetings of the Members. The Regular Members present at any meeting shall constitute a quorum for the transaction of business unless otherwise provided by law or by these bylaws. Each Regular Member shall have one vote, and may vote only if its designated representative attends said meeting in person, except with respect to proposals to amend the articles of incorporation, whereupon the designated representative of a Regular Members may be present and may vote by executing a proxy in writing,

Section 2. The Board shall meet at least once each year immediately preceding the annual meeting of Members.

Section 3. Other meetings of the Board and meetings of the committee may be held at any time on call of the President or the chairman of a committee; or at the request of one-third (1/3) of the board or committee members. A quorum in any of these meetings shall be a majority of its members.

Section 4. Notice of meetings of the board shall be made to its members in writing at least two (2) weeks in advance, stating the time, place and purpose. Such notices may be waived by members of the Board in writing either before or after any meeting.

Section 5. At all meetings of the Members and of the Board the act of the majority of the Regular Members or Directors present and voting shall be the act of the Association or of the Board unless the concurrence of a greater proportion is required by the Articles of Incorporation or bylaws. All amendments of the articles of incorporation shall require a two-thirds vote of all of the Regular Members.

Section 6. Robert's Rules of Order, latest-edition, shall govern all meetings.

VI. General Provisions

Section 1. The Association's fiscal year shall end December 31.

Section 2. No action of the Association is to be constructed as committing any member to the Association's position on any issue.

- Section 3. The seal of the corporation shall be circular in form and there shall be inscribed thereon the name of the Association and the year of its organization. The Board may alter and change said seal at its pleasure. Said seal may be used by causing it or a facsimile thereof to be impressed or affixed or reproduced or otherwise.
- Section 4. The principal office of the Association shall initially be located in the District of Columbia. The Association may establish and maintain other offices in the District of Columbia or in any of the States, territories or possessions of the United States, in such places as may from time to time be approved by the Board.
- Section 5. The annual dues for each class of the membership shall be determined by the Board of Directors.

VII. Amendment

- Section 1. These bylaws may be amended by a two-thirds (2/3) vote of the designated representatives of the Regular Members present at any regular or special meeting of the Membership at which a quorum is present provided notice of the proposed amendment shall have been received by the Secretary–Treasurer at least sixty (60) days prior to the meeting of the Association at which the proposed amendment is to be considered, and the Secretary–Treasurer shall incorporate such proposed amendments in the notice of said meeting.

VIII. Indemnification

- Section 1. DEFINITION. For the purposes of this Article VIII, “agent” means any person who is or was a Director, officer, employee, or other agent of the Association, or is or was serving at the request of the Association as a director, officer, employee, or agent of another foreign or domestic association, partnership, joint venture, trust, or other enterprise, or was a director, officer, employee, or agent of a foreign or domestic association which was a predecessor association of the Association or of another enterprise at the request of such predecessor association.
- Section 2. GENERAL INDEMNIFICATION . The Association shall have the power to indemnify, any person who is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding whether civil, criminal, administrative, or investigative, by reason of the fact that he or she is or was a director, officer, employee or agent of the Association, or served at its request by its election as a direction or officer of another society, association, or corporation, against expenses (including attorney’s fees) judgments, fines and amounts paid in settlement actually and reasonably incurred by that individual in connection with such action, suit or proceeding if that individual acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Association, and, with respect to any criminal action, had no reasonable cause to believe that conduct was unlawful. The termination of any action, site or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which was reasonably believed to be in or not opposed to the best interests of the Association, and with respect to any criminal action or proceeding had no reasonable cause to believe that his or her conduct was unlawful. The Board may make advances against such expenses upon terms decided by it. The Board may cause the Association to purchase and maintain insurance against the risks above described.
- Section 3. REQUIRED DETERMINATION. Any indemnification under this Article VIII shall be made by the Association only if authorized in the specific case, upon a determination that indemnification of the agent is proper in the circumstances because the agent has met the applicable standard of conduct set forth in Section 2 of this Article VIII, by:
- A. A majority vote of a quorum consisting of members of the Board who are not parties to such proceeding; or
 - B. A majority vote of a quorum of the designated representatives of the Regular Members present and entitled to vote at the meeting of the Association, with the persons to be indemnified not being entitled to vote thereon