

BYLAWS OF THE
SOCIETY OF UNIVERSITY OTOLARYNGOLOGISTS –
HEAD AND NECK SURGEONS, INC.

(A District of Columbia non-profit Corporation)

October 17, 2013

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I. MEMBERSHIP

A. Classes of Membership

There are the following classes of membership in the Society of University Otolaryngologists – Head and Neck Surgeons, Inc. (the “Society”): Voting Members, Honorary Members, and Retired Members and Resident Members. The class entitled to vote, hold office, or sit on the Executive Council are Voting Members.

B. Voting Members

1. Qualifications for Membership

To be nominated for membership in the SUO-HNS an individual must

- a. Hold a faculty appointment in an ACGME-accredited otolaryngology – head and neck surgery residency program or hold a faculty position in a department/division of otolaryngology at a LCGME-accredited medical school, or
- b. Have completed an appropriate residency training program and show promise of a successful career in academic Otolaryngology – Head and Neck surgery as a teacher and/or investigator. Or
- c. Hold a Ph.D. degree with a faculty appointment in an ACGME-accredited Otolaryngology – Head and Neck training program or hold a Ph.D. faculty position in a Department/division of Otolaryngology at a LCGME-accredited medical school, and show promise in academic otolaryngology.

2. Procedure for Nomination

- a) A candidate who applies must complete the application form and send it to the Executive Administrator’s Office by August 15th of the year in which he/she will apply.
- b) The nomination must be accompanied by letters from one SUO member and the candidate’s department head or equivalent. When the nominee is a Department (Division) head, information will be sought from the institution leadership. These letters should describe fully the past and present activities of the candidates as they may bear on future promise as an academic otolaryngologist.

- c) The Membership Committee will review the applications, and will carry out additional investigations of the candidates which seem appropriate, with the intent of formalizing a proposed list for the Executive Council. This will be forwarded to the Executive Administrator.

3. Procedures for Recommendation

One month before the annual meeting of the Society, the Executive Administrator will send the Executive Council the Membership Committee's recommendations for membership. The Council will meet preceding the annual Society meeting and recommend those candidates qualified for election. A candidate can reapply for membership in the subsequent cycle if turned down.

4. Procedure for Election

The Society will vote on the candidates recommended by the Executive Council and an affirmative vote is a majority of the Voting Members present at the Annual Meeting, and voting.

- C. Honorary Members

Honorary Members of the Society shall be nominated by the Membership Committee and/or Executive Council and elected by the Society in the manner prescribed for the election of Voting Members. They will not be required to pay dues, cannot vote or hold office. This could be an individual who contributes to our specialty but is trained in another discipline, or otherwise is not eligible for voting membership.

- D. Retired Members

A Voting Member of the Society who attains Emeritus or has retired from academic life because of age or infirmity may apply for retired Membership status. Retired members shall receive all membership mailings of the Society but will not pay dues. Retired members are welcome at all membership meetings, but cannot vote or hold office.

- E. Resident Membership

Residents in good standing in Otolaryngology training programs may be nominated for resident membership under the same reference letter criteria required for a faculty member. Such individuals must be:

- a. Training within an ACGME-accredited Otolaryngology – Head and Neck Surgery program and are required to state their year of graduation when applying for membership.
- b. Show promise of a successful career in academic Otolaryngology – Head and Neck Surgery as a teacher and/or investigator, based on letters of recommendation.

Resident members may not vote. Resident members may serve on committees and may have meeting registration and annual meeting dues waived until completion of their stated year of graduation.

F. Annual Meeting

An annual meeting of the Society shall be held each year at a place and date designated by the Executive Council. Notice of the time and place of the annual meeting shall be sent to Voting Members by the Secretary-Treasurer, at least two months in advance. An annual business meeting will be conducted during the Society meeting, at which at least elections will be conducted.

G. Special Meetings

Special meetings of the society may be called by the Executive Council provided that at least 40 days notice of such meeting is sent to all voting members. No business regarding the articles of the society or bylaws shall be transacted at a special meeting and no resolutions or statements representing the Society's opinion shall be adopted unless the special meeting is attended by at least as many Voting Members as attended the last previous annual meeting.

H. Voting and Quorum

All questions before the Society shall be determined by a majority of those present, except when otherwise specifically defined in the articles of the Society, these bylaws, or by law. The members present shall constitute a quorum for the transaction of business. Proxy voting is not permitted.

I. Termination of Membership

The Executive Council shall have power to drop from the Society's rolls any member who: (1) fails to maintain active involvement in the Society; (2) fails to pay dues for more than two calendar years or (3) fails to retain good standing in the specialty or medical profession.

J. Guests

Guests of the Society shall have privilege of the floor at scientific sessions but will not be invited to the business meeting. Guests may be invited to other functions

II. EXECUTIVE COUNCIL

A. General Powers

The business and affairs of the Society shall be managed by its Board of Directors (herein referred to as the "Executive Council"). The Executive Council shall have all powers and responsibilities conferred upon a board of directors of a non-profit corporation by the District of Columbia Non-Profit Corporation Act, as now or hereafter amended, except such powers or responsibilities as may be limited by the articles of the Society or these bylaws. All resolutions shall be referred to the Executive Council and shall be presented to the membership for vote upon recommendation of the Executive Council.

B. Number

The number of councilors of the Society, both elected and ex-officio, shall be seven. The Executive council shall consist of the President, President-Elect, the Secretary-Treasurer, the immediate past President, and three Councilors-at-Large elected by the Voting Members, after presentation by the nominating committee.

C. Removal

The Executive Council may remove any councilor or any councilor whose membership in the Society has been terminated, or who fails to act in the best interest of the Society (as determined by two-thirds vote of the Executive Council).

D. Vacancies

Vacancies occurring during the term of office of an officer or councilor shall be filled by the Executive Council. An officer or councilor elected to fill a vacancy shall be in office for the unexpired term.

E. Meetings

The annual meeting of the Executive Council shall be held during the annual Society meeting at such time and place as shall be determined by the Executive Council. Special meetings of the Executive Council may be called by the presidents or upon the written request of three or more councilors.

F. Quorum

A majority of the councilors entitled to vote shall constitute a quorum for the transaction of business. Unless otherwise required by the Society's article of the incorporation, these bylaws, or by law, the act of a majority of the councilors entitled to vote present at a meeting at which a quorum is present shall be the act of the board. In the absence of a quorum, any action taken shall be recommendatory only, but may become a valid action if subsequently confirmed by a majority vote, in conformance with the quorum requirements.

G. Manifestation of Dissent

A councilor of the Society whose presence at a meeting of the board at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his or her dissent shall be entered in the minutes of the meeting or unless he or she shall file written dissent to such action with the Secretary-Treasurer before the adjournment of the meeting. Such right dissent shall not apply to a director who voted in favor of such action.

H. Executive Committee

There shall be an Executive Committee of the Executive Council which shall have authority to act for the board, when meeting of the Executive Council cannot be arranged in due time. The executive committee shall consist of the President, the President-Elect, and the Secretary-Treasurer. The Executive Committee shall report all of its activities to the Executive Council as soon as possible after any action. The presence of two members of the Executive Committee shall constitute a quorum. Meetings of the Executive Committee may be called by the President or any two members of the Executive Committee upon ten days written notice of the time, place and purpose of the meeting.

I. Other Committees and representatives

1. Other committees will be the working units of the Society and shall include the following, including the membership, terms and missions of the committees:
 - i. Nominating committee:
Mission – To prepare a slate of candidates to include President-Elect and Council Member-at Large.
 - ii. Audit committee:
Mission: To examine the expenses, revenues, and balance statements of the society to assure they are within standards.

- iii. Membership committee:
Mission: To receive and review all applications and make recommendations to the Executive Committee; to present recommendations for improvement of the application process, and to develop methods to increase the membership of the society.
- iv. Bylaws committee:
Mission: To evaluate the bylaws and make recommendations for changes that would be helpful in the future of the organization.
- v. Educational Innovation committee:
Mission: To help plan sessions for the SUO Meeting, which may include a management course immediately preceding the meeting; to assist with the evaluation and integration of evolving educational trends and innovations of the specialty.
- vi. Long-rang planning committee:
Mission: To evaluate activities of the Society regarding the mission and vision, and to propose new activities to achieve these objectives; look at other methods of enhancing communication between ORL programs on issues of common interest. The President-Elect will chair.
- vii. Program committee
Mission: To collaboratively plan the annual joint meetings of SUO, AADO, and OPDO. Will be chaired by the President and with members of AADO and OPDO.

Committees shall consist of members with three year staggered terms and meet twice annually, once during the annual meeting. They shall update the membership at the annual business meeting.

2. Representatives to affiliated societies include:

- i. Governor, American College of Surgeons
- ii. Governor, American Academy of Otolaryngology – Head and Neck Surgery (AAO-HNS)
- iii. SUO Representative to ABO Education Council
- iv. Liaison, Woman’s Committee of AAO-HNS
- v. Member, Council of Academic Societies (AAMC)

Representatives shall update the membership at the annual business meeting.

J. Meetings by Telephone or Similar Communications

The Executive Council or any committee may hold a meeting by means of a conference telephone call or similar communications equipment by means of which all councilors participating in the meeting can hear each other at the same time, and participation by such means shall be conclusively deemed to constitute presence in person at such meeting. Any proposal which may otherwise be considered by the board may be submitted to the councilors in a meeting by means of a conference telephone call or similar communications equipment, and in such event, the validated vote of that portion of directors otherwise required by the articles of incorporation or these bylaws responding thereto shall be the act of the board. This provision does not require the inclusion by telephone conference of a member of the board or any committee who is unable to be physically present at a meeting of the board or any committee, respectively at which a quorum is physically present. Rule regarding electronic or phone meetings shall otherwise be the same as those described for face-to-face meetings.

III. NOTICES

A. Form

Written (printed or electronic) notice, stating the place, day and hour of the meeting, and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than ten days before the meeting. Any notices to councilors or the members shall be delivered personally or by email to the directors or the member at their addresses appearing on the books of the Society. Notice by mail shall be deemed given at that time when same shall be mailed. Notice to councilors may also be given by telephone not less than ten days before a meeting.

B. Waiver of Notice

- a. Whenever any notice is required to be given to any member of the board under the provisions of the articles of incorporation, a waiver thereof in writing signed by the person entitled to such notice, whenever before or after the time stated therein, shall be conclusively deemed equivalent to such notice.
- b. Attendance of a councilor at a meeting shall constitute a waiver of notice of such meeting, except pursuant to Article III, Section G, where a councilor attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

IV. OFFICERS

A. Enumeration of Officers

The officers of the Society shall be a President, a President-Elect, and a Secretary-Treasurer. The Executive Council may elect or appoint such other officers, assistant officers, and ad hoc committees as it shall deem necessary. There will be three Councilors-at-Large.

B. Officeholder Combinations

No two offices of the Society may be held by the same person

C. Election of Officers

The officers are elected at the annual meeting by a majority vote of the membership present during the annual business meeting, after presentation by the nominating committee.

D. Term of Office

The President-Elect shall be elected for one year and the President-Elect shall automatically become President upon the close of the President's term of office, or earlier if the President shall be unable to conclude his or her term of office. The Secretary-Treasurer shall be elected for three years and may be re-elected one time. Each Councilor-at-Large shall be elected for one three-year term.

E. Removal

The Executive Council may remove any officer whose membership in the Society has been terminated, or who fails to act in the best interest of the Society (as determined by two-thirds vote of the Executive Council).

F. Vacancies

Vacancies occurring in any office of the Society shall be filled by the Council for the balance of the vacant term.

G. President

The President shall be the chief executive officer of the Society and shall have all the powers and shall perform all duties commonly incident to and vested in the office of President. The President shall, if present, preside at all meetings of the Executive Council and the members shall perform such other duties as from time to time are assigned by the Executive Council.

H. President-Elect

The President-Elect shall succeed to the office of President upon the termination of the President's term of office. The President-Elect shall preside at all meetings in the absence of the President. The President-Elect shall also perform such other duties as from time to time are assigned by the Executive Council.

I. Secretary-Treasurer

The Secretary-Treasurer shall keep the minutes of all meetings of the Executive Council and the Executive Committee, shall all notices as required hereunder and shall keep all records of the Society. The Secretary-Treasurer shall cause to be prepared and timely filed such annual reports and returns as are required by law, including an annual report with the appropriate agency of the District of Columbia government, in the prescribed form. This annual report shall be executed on behalf of the Society by its President and shall be verified on behalf of the Society by its Secretary-Treasurer. The Secretary-Treasurer shall also perform such other duties as the Executive Council may assign.

The Secretary-Treasurer shall supervise the financial affairs of the Society, including custody of all monies, securities, deeds, and other financial documents of the Society and shall keep regular books and accounts of its funds and property; shall deposit all monies, checks and other credits to the account of the Society in such bank(s) or other depositories as the Executive Council may designate; sign all receipts and vouchers for payments made to and all vouchers and checks made by the Society singly, jointly with such other officers as may be designated by the Executive Council; render to the Executive Council an account and statement of all transactions at each annual meeting of the Executive Council and Membership and at such other times as the Executive Council may from time to time determine. At all reasonable times the Secretary-Treasurer shall keep the books and accounts of the Society open to any councilor of the Society. It shall also be the duty of the Secretary-Treasurer to collect the dues of the Society and to make disbursements for expenses. The accounts of the Secretary-Treasurer shall be audited a minimum of once yearly by the Audit committee.

V. MISCELLANEOUS PROVISIONS

A. Fiscal Year

The fiscal Year of the Society shall end on December 31st.

B. Seal

The Seal of the Society shall be circular in form and therefore shall be inscribed thereon the name of the Society and the year of its organization

C. Indemnity

(a) Any person made a party to any actions, suit, or proceeding by reason of the fact that he or she is or was a councilor, officer, or employee of this Society shall be indemnified by this Society against the reasonable expenses, including attorney's fees, actually and necessarily incurred in connection with defense of any action, suit, or proceeding in which he or she may be made a party by reason of being or having been a councilor, officer, or employee of the Society, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding, that such officer, or councilor, employee is liable for willful misfeasance, bad faith, gross negligence or reckless disregard of duty. This Society may also reimburse to any councilor, officer, or employee the reasonable cost of settlement of any such action, suit, or proceeding if it be found by the majority of the councilors to be the best interest of the Society that such settlement be made and that such officer, councilor, or employee was not guilty of willful misfeasance, bad faith, gross negligence or reckless disregard of duty.

(b) The Executive Council may exercise the full extent of the powers which the Society has under District of Columbia law, as such law exists from time to time, to purchase and maintain insurance against the risks above described on behalf of its councilors, officers, employees and agents.

(c) The foregoing right of indemnification shall be in addition to and not exclusive of any other rights to which any officer, director, or employee may be entitled apart from the provisions of this section.

(d) The amount of indemnity to which any officer or councilor may be entitled may be fixed by the Voting Members

D. Parliamentary Authority

The current edition from time to time of Robert's Rules of Order be the parliamentary authority for any meeting held pursuant to these bylaws.

VI. AMENDEMTNS TO BYLAWS

These bylaws may be altered, amended or repealed and new bylaws may be adopted by the two-thirds affirmative vote of the Voting Members at the annual meeting. No amendment shall be acted upon unless notice of the proposed amendment shall have first been given at the notice of the annual meeting to the Voting Members.

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