



ASSOCIATION OF OTOLARYNGOLOGY ADMINISTRATORS  
BYLAWS (an Iowa nonprofit organization)

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## **ARTICLE I. Offices**

### **Section 1.01. Location.**

The principal office of the Corporation shall be located within or without the state of Iowa, at such place as the Board of Directors shall from time to time designate. The Corporation may maintain additional offices at such other places as the Board of Directors may designate. The Corporation shall continuously maintain within the state of Iowa a registered office at such place as may be designated by the Board of Directors.

## **ARTICLE II. Members**

### **Section 2.01. Who Shall Be Members; Dues**

a. The membership of the Corporation shall consist of Professional Members, Affiliate Members, Associate, Ancillary, Life Members and/or Honorary Members. Application for membership shall be made in writing to the Corporation-

b. **PROFESSIONAL MEMBERS.** Professional Membership shall be limited to individuals who are serving in a managerial capacity in a private or academic medical practice in the field of otolaryngology.

c. **CORPORATE MEMBERS.** CORPORATE Membership shall consist of those individuals in business or consultants who wish to support the purpose and strategies of the Corporation.

d. **ASSOCIATE MEMBERS.** Associate Membership shall consists of those individuals in a management support role in an otolaryngology practice.

e. **AUXILIARY MEMBERS.** Auxiliary Membership shall consists of those individuals in a supportive role in an otolaryngology practice.

f. **LIFE AND/OR HONORARY MEMBERS.** Life and/or Honorary Membership may be awarded to individuals by two-thirds vote of the Corporation's Board of Directors with the terms of each such membership to be determined at the time of award.

g. **COMPLIMENTARY MEMBERS.** Complimentary memberships may be recommended by the Executive Secretary and approved by the President for leadership in affiliate organizations to advance the purposes of AOA.

h. The amount and the time for payment of annual dues for each class of membership shall be determined from time to time by the Board of Directors of the Corporation. Initial dues are payable upon acceptance of membership. Annual dues are payable upon receipt of the annual dues notification. Any member whose dues are delinquent forfeits his/her voting rights in the Corporation until said dues have been paid.

### **Section 2.02. Term of Membership**

Unless a shorter term shall be specified by the other members at the time of his election, the term of any membership shall be life so long as the requirements for membership continue to be fulfilled; provided, however, that any member may resign at

any time upon written notice to the Secretary of the Corporation (any resignation to take effect as specified therein or, if not so specified, upon receipt by the Secretary), and any member may be removed at any time, without cause, by majority vote of the other members then in office.

*Section 2.03. Annual Meeting* An annual meeting of the members shall be held for the election of directors and the transaction of other business as may properly come before the members on such date as shall be set by the Board of Directors.

#### **Section 2.04. Special Meetings**

Special meetings of the members may be called by the President, the Secretary/Treasurer, or by the Board of Directors. Special meetings may also be convened by members entitled to cast one-tenth of the total number of votes entitled to be cast as such meeting.

#### **Section 2.05. Place and Time of Meeting**

Meetings of members may be held at such place, within or without the state of Iowa, and at such hour as may be fixed in the notice of the meeting.

#### **Section 2.06. Notice of Annual and Special Meetings**

Written or printed notice stating of the place, day and hour of any meeting, and, in the case of a special meeting, of the purpose or purposes for which the meeting is called, shall be delivered not less then ten or more than fifty days before the date of the meeting, either in personally or by mail, by or at the direction of the President, or the Secretary/Treasurer, or the officers or persons calling the meeting, to each member entitled to vote at such meetings.-If mailed, such notice shall be deemed to be delivered when deposited in the United States mail with postage thereon prepaid, addressed to the member at his address as it appears on the records of the Corporation.

#### **Section 2.07. Waivers of Notice**

Whenever any notice is required to be given to any member under any provision of law, the Articles of Incorporation or these Bylaws, a waiver thereof in writing signed by the member entitled to such notice, whether before or after the time stated therein, shall be the equivalent to the giving of such notice. The presence of any member at a meeting, in person or by proxy, without objection to the lack of notice of such meeting, shall also waive notice by such member.

### **Section 2.08. Quorum**

Members having at least one-tenth of the votes entitled to be cast represented in person or by proxy shall constitute a quorum at a meeting of members for the transaction of any business. The members present at a duly organized meeting may continue to do business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum.

If a meeting cannot be organized because a quorum has not attended, those present may adjourn the meeting from time to time until a quorum is present, when any business may be transacted that may have been transacted at the meeting as originally called.

### **Section 2.09. Proxies**

Proxy voting shall not be permitted at any meeting of the members.

### **Section 2.10. Vote**

Only Professional Members shall have voting privileges; each Professional Member shall have one vote.

Whenever any corporate action is to be taken by vote of the voting members, it shall, except as otherwise required by law or by the Articles of Incorporation, be authorized by a majority of the votes cast at a meeting of members by the members entitled to vote.

### **Section 2.11. Presiding Officer and Secretary**

At any meeting of the members, the President shall preside. If the President is not available, the Vice-President/President-elect shall preside. The Secretary/Treasurer shall serve as the secretary of the meeting, but if the Secretary/Treasurer is unavailable, the person presiding at the meeting shall act as secretary of the meeting.

## **ARTICLE III. Board of Directors**

### **Section 3.01. Power of the Board of Directors**

Directors need not be residents of the state of Iowa.

### **Section 3.02. Number of Directors and Composition of Board of Directors**

The number of directors of the Corporation shall be five. The Board of Directors shall consist of the Corporation's President, Vice-President/President-Elect, Secretary-

Treasurer, Immediate Past-President, Parliamentarian and one Member at-large. The number of directors may be increased or decreased from time to time by amendment to the Bylaws. No decrease in the number of directors shall have the effect of shortening the term of any incumbent director. The number of directors shall never be less than three.

### **Section 3.03. Election and Term of Directors**

At each annual meeting of the members, the members shall hold elections to fill any open Board of Directors position. The member-at-large and Secretary/ Treasurer shall hold office for a term of two years (staggered terms) until the next annual meeting of the members or until his successor has been elected and qualified.

### **Section 3.04. Election and Term of Parliamentarian**

At each annual meeting of the members, the members shall elect one Parliamentarian on the Board of Directors. The Parliamentarian shall hold office for a term of one year until the next annual meeting of the members and until his successor has been elected and qualified.

### **Section 3.05. Succession and Term of Immediate Past President**

At the conclusion of each annual meeting of the members, the President shall succeed to the Immediate Past President on the Board of Directors. The Immediate Past President shall hold office for a term of one year until the next annual meeting of the members and until his successor has been succeeded and qualified.

### **Section 3.06. Vacancies**

Any vacancy occurring among the two member-at-large positions, Parliamentarian, or Immediate Past President on the Board of Directors and any directorship to be filled by reason of an increase in the number of member-at-large directors, may be filled by the affirmative vote of a majority of the directors then in office though less than a quorum of the Board. A director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office and until his successor is elected and qualified.

Vacancies in any office, arising from any cause, may be filled, usually within sixty days, by the Executive Committee at any regular or special meeting. Any officer may be removed by an affirmative vote of two-thirds of either the entire Executive Committee at a meeting of the Committee or of the Professional Members present and voting at a meeting of the general membership.

### **Section 3.07. Removal of Directors**

A member-at-large director may be removed with or without cause by a majority of the total number of members.

A director may also be removed with or without cause at any time by the majority of the Board of Directors, provided that such action is taken at a meeting of the Board of Directors expressly called for that purpose.

### **Section 3.08. Resignations**

Except as otherwise required by law, any director of the Corporation may resign at any time by giving written notice to the Board or to the President, or to the Secretary of the Corporation. Such resignation shall take effect at the time specified therein, and unless otherwise specified therein, no acceptance of such resignation shall be necessary to make it effective.

### **Section 3.08. Quorum of Directors and Action by the Board**

Unless a greater proportion is required by law, a majority of the number of directors shall constitute a quorum for the transaction of business, provided, however, that in no event shall a quorum consist of less than one-third of the number of directors so fixed. Except as otherwise provided by law or by the Articles of Incorporation or these Bylaws, the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board.

### **Section 3.09. Meetings of the Board**

Meetings of the Board of Directors, regular or special, may be held at such place within or without the state of Iowa, and upon such notice as may be prescribed by resolution of the Board of Directors.

A director's attendance at any meeting shall constitute waiver of notice of such meeting, except such attendance at a meeting by the director for the purpose of objecting to the transaction of business because the meeting is not lawfully called or convened.

Neither the business to be transacted at, nor the purpose of any regular or special meeting of the Board of Directors need be specified in the notice or waiver of such meeting.

### **Section 3.10. Informal Action by Directors; Meetings by Conference Telephone**

Unless otherwise restricted by the Articles of Incorporation or these Bylaws, any action required or permitted to be taken by the Board may be taken without a meeting if all directors consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by the directors shall be filed with the minutes of proceedings of the Board.

Unless otherwise restricted by the Articles of Incorporation or these Bylaws, any or all directors may participate in a meeting of the Board or a committee of the Board by means of conference telephone or by any means or communications by which all persons participating in the meeting are able to hear one another, and such participation shall constitute presence in person at the meeting.

### **Section 3.11. Compensation of Directors**

The Corporation shall not pay any compensation to directors for services rendered to the Corporation, as directors may be reimbursed for expenses incurred in the performance of their duties to the Corporation, in reasonable amounts as approved by a majority of the entire Board.

## **ARTICLE IV. Committees**

### **Section 4.01. Committees; Authority**

The Board of Directors, by resolution adopted by a majority of the directors in office, may designate and appoint one or more committees, each of which shall consist of one or more directors, which committees, to the extent provided in the resolution, shall have and exercise the authority of the Board of Directors of the Corporation. Other committees not having and exercising the authority of the Board of Directors in the management of the Corporation may be designated and appointed by a resolution adopted by a majority of the directors present at a meeting at which a quorum is present.

The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual director of any responsibility imposed upon it or him by law.

## **ARTICLE V. Officers, Agents and Employees**

### **Section 5.01. Officers**

The officers of the Corporation shall be a President, a Vice-President/President Elect, and Secretary/Treasurer. The President, Vice President/President Elect shall be elected by the voting members at the annual educational conference each year. The Secretary/Treasurer shall be elected by the voting members at the annual educational conference every two years.



## **Section 5.02. Term of Office, Vacancy and Removal**

The President, Vice President/President Elect shall hold office for the term of one year and until his successor has been elected or appointed and qualified. The Secretary/Treasurer shall hold office for the term of two years and until his successor has been elected or appointed and qualified. Any officer may be removed by a two-thirds vote of the Board of Directors or a majority vote of the voting members whenever in the judgment of the Board of Directors or voting membership, as the case may be, the best interest of the Corporation will be served thereby; provided, however, that removal of an officer shall be without prejudice to his contract rights, if any, and the election or appointment of an officer shall not itself create contract rights. Vacancies in any office, arising from any cause, may be filled, by the Board of Directors at any regular or special meeting. An officer elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office and until his successor is elected and qualified.

## **Section 5.03. Powers and Duties of Officers**

Subject to the control of the Board of Directors, all officers as between themselves and the Corporation shall have such authority and perform such duties in the management of the property and affairs of the Corporation as may be provided in these Bylaws or by resolution of the Board and, to the extent not so provided, as generally pertain to their respective offices.

### **A. President**

The President shall serve as the chief executive officer of the Corporation. The President shall preside at all meetings of the Board of Directors and members and, subject to the supervision of the Board of Directors, shall perform all duties customary to that office and shall supervise and control all of the affairs of the Corporation in accordance with policies and directives approved by the Board of Directors.

### **B. Vice-President/President-Elect**

In the absence of the President or in the event of his inability or refusal to act, the Vice-President/President-Elect shall perform the duties of the President, and, when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice-President shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe by standing or special resolution, or as the President may from time to time provide, subject to the powers and the supervision of the Board of Directors. The Vice-President/President-Elect shall become President upon the completion of his and the President's term of office.

### **C. Secretary/Treasurer**

The Secretary/Treasurer shall be responsible for the keeping of an accurate record of the proceedings of all meetings of the Board of Directors, shall give or cause to be given all notices in accordance with these Bylaws or as required by law, and, in general, shall perform all duties customary to the office of Secretary. The Secretary/Treasurer shall have custody of the corporate seal of the Corporation, if any; and he shall have authority to affix the same to any instrument requiring it; and, when so affixed, it may be attested by his signature. The Board of Directors may give general authority to any officer to affix the seal of the Corporation, if any, and to attest the affixing by his signature.

The Secretary/Treasurer shall also have the custody of, and be responsible for, all funds and securities of the Corporation. He shall keep or cause to be kept complete and accurate accounts of receipts and disbursements of the Corporation, and shall deposit all moneys and other valuable property of the Corporation in the name and to the credit of the Corporation in such banks or depositories as the Board of Directors may designate. Whenever required by the Board of Directors, the Secretary/Treasurer shall render a statement of accounts. He shall at all reasonable times exhibit the books and accounts to any officer or director of the Corporation, and shall perform all duties incident to the office of Secretary/Treasurer, subject to the supervision of the Board, and such other duties as shall from time to time be assigned by the Board. The Secretary/Treasurer shall, if required by the Board of Directors, give such bond or security for the faithful performance of his duties as the Board may require, for which he shall be reimbursed.

-The Secretary-Treasurer shall serve for a two-year term and may succeed himself/herself only once.

### **D. Agents and Employees**

The Association may have an Executive Director who serves in a leadership and advisory capacity to the Board of Directors and the membership. To promote continuity for the Corporation, this position serves indefinitely or until replaced by majority vote of the Board of Directors. To provide further continuity, an Associate Executive Director may be named by the Board of Directors to serve as backup to and at the direction of the Executive Director. Both of these positions serve the organization in a role defined by and at the behest of the President and the Board of Directors. Both positions shall be invited to attend meetings of the Board of Directors as a guest, provided, however, that both positions may be excluded from meetings of the Board of Directors if and as the Board of Directors determines appropriate.

The Board of Directors may appoint other agents and employees who shall have such authority and perform such duties as may be prescribed by the Board. The Board may remove any agent or employee at any time with or without cause. Removal without

cause shall be without prejudice to such person's contract rights, if any, and the appointment of such person shall not itself create contract rights.

## **E. Compensation of Officers, Agents and Employees**

The officers of the Corporation shall receive no compensation for their service as officers of the Corporation. The Corporation may pay compensation in reasonable amounts to agents and employees for services rendered, such amounts to be fixed by the Board or, if the Board delegates power to any officer or officers, then by such officer or officers. The Board may require officers, agents or employees to give security for the faithful performance of their duties.

## **ARTICLE VI. Miscellaneous**

### **Section 6.01. Fiscal Year**

The fiscal year of the Corporation shall be the calendar year or such other period as may be fixed by the Board of Directors.

### **Section 6.02. Corporate Seal**

The corporate seal shall be circular in form, shall have the name of the Corporation inscribed thereon and shall contain the words "Corporate Seal" and "Iowa" and the year the Corporation was formed in the center, or shall be in such form as may be approved from time to time by the Board of Directors.

### **Section 6.03. Checks, Notes and Contracts**

The Board of Directors shall determine who shall be authorized from time to time on the Corporation's behalf to sign checks, drafts, or other orders for payment of money; to sign acceptances, notes, or other evidences of indebtedness; to enter into contracts; or to execute and deliver other documents and instruments.

### **Section 6.04. Books and Records to be Kept**

The Corporation shall keep (1) correct and complete books and records of account, (2) minutes of proceedings of the members, the Board of Directors and any committee having any of the authority of the Board, and (3) a record of the names and addresses of the members entitled to vote. All books and records of the Corporation may be inspected by any member having voting rights, or his agent or attorney, for any proper purpose at any reasonable time.

### **Section 6.05. Amendments to Articles and Bylaws**

The Articles of Incorporation may be amended by a majority vote of the members present and voting at any business meeting as provided by and pursuant to §504A-35 of the Iowa Nonprofit Corporation Act.

Bylaws of the Corporation may be amended by a majority vote of the voting members, provided, however, that notice of the proposed bylaw amendment shall be mailed or electronically transmitted to each voting member of the Corporation at least thirty days before the meeting at which the proposed bylaw amendment is to be considered.

#### **Section 6.06. Indemnification and Insurance**

Unless otherwise prohibited by law, the Corporation may indemnify any director or officer, any former director or officer, any person who may have served at its request as a director or officer of another corporation, whether for profit or not for profit, and may, by resolution of the Board of Directors, indemnify any employee against any and all expenses and liabilities actually and necessarily incurred by him or imposed on him in connection with any claim, action, suit, or proceeding (whether actual or threatened, civil, criminal, administrative, or investigative, including appeals) to which he may be or is made a party by reason of being or having been such director, officer, or employee; subject to the limitation, however, that there shall be no indemnification in relation to matters as to which he shall be adjudged in such claim, action, suit or proceeding to be guilty of a criminal offense or liable to the Corporation for damages arising out of his own negligence or misconduct in the performance of such duty to the Corporation.

Amounts paid in indemnification or expenses and liabilities may include, but shall not be limited to, counsel fees and other fees; costs and disbursements; and judgments, fines, and penalties against, and amounts paid in settlement by, such director, officer, or employee. The Corporation may advance expenses to, or where appropriate may itself, at its expense, undertake the defense of, any director, officer, or employee; provided, however, that such director, officer, or employee shall undertake to repay or to reimburse such expense if it should be ultimately determined that he is not entitled to indemnification under this Article.

The provisions of this Article shall be applicable to claims, actions, suits, or proceedings made or commenced after the adoption hereof, whether arising from acts or omissions to act, occurring before or after adoption hereof.

The indemnification provided by this Article shall not be deemed exclusive of any other rights to which such director, officer, or employee may be entitled under any statute, Bylaw, agreement, vote of the Board of Directors, or otherwise and shall not restrict the power of the Corporation to make any indemnification permitted by law.

The Board of Directors may authorize the purchase of insurance on behalf of any director, officer, employee, or other agent against any liability asserted against or incurred by him which arises out of such person's status as a director, officer, employee,

or agent or out of facts taken in such capacity, whether or not the Corporation would have the power to indemnify the person against that liability under law.

In no case, however, shall the Corporation indemnify, reimburse, or insure any person for any taxes imposed on such individual under chapter 42 of the Internal Revenue Code of 1986, as now in effect or as may hereafter be amended (the "Code") . Further, if at any time the Corporation is deemed to be a private foundation within the meaning of §509 of the Code then, during such time, no payment shall be made under this Article if such payment would constitute an act of self-dealing or a taxable expenditure, as defined in §4941(d) or 4945(d), respectively, of the Code.

If any part of this article shall be found in any action, suit, or proceeding to be invalid or ineffective, the validity and the effectiveness of the remaining parts shall not be affected.

#### **Section 6.07. Loans to Directors and Officers**

No loans shall be made by the Corporation to its directors or officers.

#### **CERTIFICATION**

The Association of Otolaryngology Administrators (the "Corporation"), an Iowa nonprofit corporation, DO HEREBY CERTIFY that the foregoing is a true and correct copy of the Corporation's bylaws, which bylaws are current as of the date hereof, September 20.