Bylaws

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ARTICLE I. NAME

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

ARTICLE II. DURATION; DISSOLUTION

The term for which it is organized shall be perpetual. However, in the event of dissolution of the Association and after payment of all liabilities, its property shall be distributed to one or more organizations exempt from tax under section 501(c)(3). Subject to the foregoing and the dissolution clause of the articles of incorporation, the disposition of any assets will be determined by recommendation of Council and approval by majority vote of the membership.

ARTICLE III. STATE OF INCORPORATION

The Association was originally incorporated in Massachusetts and shall maintain a registered agent in that state. The registered agent shall be either an individual resident of the State or a corporation authorized to transact business in the State. The Association may have its headquarters in any state authorized by the Council.

ARTICLE IV. PURPOSE
The purposes of the Association are as set forth in its Articles of Incorporation.

The aims of the Association shall be to encourage and promote research in the broad field of Otolaryngology and related areas and to foster friendly assembly and stimulate scientific interest among its members. To this end, the Association shall hold scientific meetings at regular intervals, sponsor a scientific journal, and engage in such activities as the membership deems appropriate to achieve these objectives.

In furtherance of the purposes of the corporation, it may purchase, lease or otherwise acquire, hold, sell, 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, make contracts with appropriate suppliers or vendors, 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 grants that further the purposes of the Association and scientific honors or awards, to the extent permissible under Section 501(c)(3) of the Internal Revenue Code and the Massachusetts 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 in these Bylaws and who are properly proposed and approved by the Council.

Section II. Categories of Membership
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 their actions and scientific publications is eligible for Regular membership.

To become a Regular Member, a candidate must apply for a new membership account on the aro.org website. This application requires a curriculum vitae. The Executive Director or other designee shall approve or reject applications. Any questions as to the qualifications or appropriateness of the proposed membership shall be discussed and decided upon by Council. There shall be no specific requirements regarding medical board certification or academic degrees.

Associate Member: Any person who is engaged in formal training toward a baccalaureate, Masters or doctoral degree or in post-doctoral training in research and/or an appropriate clinical or professional program, and who is engaged in research in the broad area of otolaryngology, and who exhibits an interest in supporting the goals of the Association may be elected to associate membership. To this end, they must present a request to the Headquarters office for status as an associate member and provide proof that they 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 Headquarters office.

Senior Member: Any Regular member, self-identified as Retired or Emeritus, may be designated a senior member by action of the ARO Council at the member's request. The decision is made on behalf of council by the Secretary/Treasurer. 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 Headquarters office of their request.

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. 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

The Executive Director of the Headquarters office, who is appointed by the management company, shall have the prerogative to make initial membership appointments to the membership categories of Regular, Associate and Senior Member based on the criteria established in these Bylaws. The Executive Director shall present these appointments to Council at least annually for their review. Council reserves the right to reject any membership appointment by two-thirds majority vote at any time.

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

appeal to Council and explain in writing their position with respect to the alleged incrimination(s) before the recommendation is acted upon. In case that a Council Member is being considered for membership termination, the remaining Council members shall discuss and vote upon the proposal to terminate membership upon two-thirds majority vote, with that Council member absent during the vote.

Section III.
With the approval of Council, membership may be terminated upon failure to pay dues despite two notifications of delinquency.

ARTICLE VIII. DUES AND FEES
Members shall pay dues, including late payment penalties, in the amount determined by a two-thirds majority vote of the Council.

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.

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.

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, Communications Officer, Past President, Nominating Committee Chair (Past Past President), Program Committee Chair, ARO Scholars Principal Investigator, and three Council Members at Large. All officers of the Association shall serve without compensation.

To the extent allowed by law, 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 them in connection with or arising out of any action, suit, or proceeding in which they may be involved by reason of their 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 they shall be finally adjudged in any such action, suit, or proceeding to have been derelict in the performance of their 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 they shall have been adjudicated in any proceeding to have not acted in good faith in the reasonable belief that their 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.

President: The President shall be the chief officer of the Association and preside at all of the meetings, including those of the Council and shall serve for a term of one year. They shall not be eligible to serve another term. The President and their designated program chairperson with advice of Council shall arrange scientific programs for the Annual MidWinter Meeting.

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.

Secretary-Treasurer: The Secretary-Treasurer shall present the final minutes of all meetings of the Council for the approval by the Council and for all meetings of the membership for approval by the membership.

The Secretary-Treasurer is generally responsible for the financial affairs of the Association. They shall have responsibility to oversee the activities of the Headquarters office in the collection of dues and fees and the disbursement of funds to achieve the aims of the Association. They will liaise with the Finance and Investment Committee. A public accountant shall conduct an audit review annually of the accounts of the association. The report generated shall be available for inspection by Council. The Secretary-Treasurer shall present a report on the accounts of the Association twice annually to the Council and shall present a summary of those accounts to the membership at the Annual Business Meeting.

They shall serve a term of three consecutive years and may not be reelected.

Communications Officer: The Communications Officer shall be responsible for matters pertaining to the Association's publications, both printed and electronic, which inform members of news of the Association’s affairs and which regard the content of meetings as described in these Bylaws and as directed by Council. The Communications Officer will also oversee the archiving of the publications, images, and memorabilia of the Association for historical purposes and will oversee the development and use of electronic media, including the Association’s website. The Communications Officer will serve a term of three years as a voting member of the Council and may be reelected.

(a) If the Secretary/Treasurer resigns, dies, or becomes unable to continue in office for health reasons, ethical charges, or for any other reason the President, with the majority approval of the Executive Committee or Council, will appoint a

replacement from existing Council members who will serve until the next scheduled election.

(b) If the President resigns, dies, assumes an administrative position that precludes office participation, or becomes unable to continue in office for health reasons, ethical charges, or for any other reason the President-Elect will immediately become President, serving out the time remaining of the present term and continuing as President for the elected term. In this case, a new President-Elect will be elected at the next scheduled election.

(c) If the President-Elect resigns, dies, or becomes unable to continue in office for health reasons, ethical charges, or for any other reason no new President-Elect will be appointed. At the next scheduled election, both a new President and a new President-Elect will be elected.

(d) If the sitting President-Elect resigns, dies, or becomes unable to continue in office for health reasons, ethical charges, or for any other reason between the election and the meeting, the serving President will continue to serve through the second year.

(e) If any other Council member has to step down during their term, the position will be filled by election at the next scheduled election round.

ARTICLE X: COUNCIL

Section 1:
Council: The Council of the Association shall consist of the President, who shall act as Chairperson, President-Elect, immediate Past President, Secretary-Treasurer, Communications Officer, Nominating Committee Chair (Past Past President), Program Committee Chair, 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 term of office for each Council member begins on March 1st following the close of the annual MidWinter Meeting and ends on the last day of February 3-years later.

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 or other electronic means in which all persons can hear each other at the same time, if a quorum of the Council participates. The Council shall meet at least twice per year. At least one meeting of the Council shall be held at the time of an annual meeting of the society. When voting cannot take place at one of the two official meetings of the council, an action may be approved if written consent forms setting forth the item(s) to be voted on are sent to all voting council members (which may be by electronic mail), all the council members consent to the action in writing and the written consents are filed with the records of the meetings of the council.

Headquarters Office: The Council shall establish a Headquarters Office for the business management of the Association. The Headquarters Office may be a management agency operating under contract with the Association. The management agency will report directly to the President and 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 Association may be filled for the unexpired term by action of the Council.

Section III.
The Nominating Committee shall consist of at least five Regular members of the Association: the Chair of Nominating Committee (who is the past-past President), two Regular members of the Association elected by the membership, and two Regular members invited by the Chair of Nominating Committee to ensure balance and diversity of the members of this committee, considering geography, gender, race, disability etc.

The Nominating Committee shall nominate Regular members in good standing for the offices of President-Elect, Secretary-Treasurer, Communications Officer, the Program Chair and the three at-large 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.

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, contact information, and candidate statements for all nominees for each office. 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 will be held. The person receiving the majority vote on the second ballot shall be elected.

The outcome of the election shall be published and announced to the membership at the earliest opportunity.

ARTICLE XI. OTHER COMMITTEES

In addition to the Nominating Committee, the Council will establish other committees as deemed necessary for the efficient functioning of the organization and for advising the officers and Council on the diversity of opinions of the members. These may be standing or ad hoc committees. Council will establish, consolidate, or eliminate committees based on a two-thirds majority vote. The President, with the advice of Council, shall make all appointments to committees other than the Nominating Committee, including the appointment of the chairperson of each of these committees. The process for choosing members of the Nominating Committee is described elsewhere in these Bylaws. The appropriate size of each committee will be determined by Council annually. Unless otherwise directed by Council, committee members shall serve three consecutive years, and the terms of membership on a Standing Committee shall be staggered. Committee chairpersons will also serve three-year terms unless otherwise directed by Council.

ARTICLE XII. 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 XIII. RULES AND AMENDMENTS

All Council meetings, MidWinter 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 they personally attend said meeting, and proxy voting shall not be allowed.

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 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 a minimum of ten percent of members with a registered vote. The President or the President’s designate shall be responsible for preparing the ballot, assuring that there is only one returned ballot per eligible voting member, and counting the votes. Balloted members shall have thirty (30) days to return their ballots. Any and all changes in the Bylaws shall specify the date upon which such changes become effective.