

BYLAWS
OF
AMERICAN SOCIETY OF PEDIATRIC OTOLARYNGOLOGY, INC.

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BYLAWS
OF
AMERICAN SOCIETY OF PEDIATRIC OTOLARYNGOLOGY, INC.

ARTICLE I
NAME AND OFFICES

Section 1. Name.This Corporation shall be known as the American Society of Pediatric Otolaryngology, Inc. (“ASPO”) and hereafter shall be referred to either as the “Corporation” or the “Society.” The principal office of the Corporation in the State of Missouri shall be located at 211 N. Broadway, Suite 3600, St. Louis, Missouri 63102. The Corporation may have such other offices, either within or without the State of Missouri, as the Board of Directors may designate or as the business of the Corporation may require from time to time.

Section 2. Office.The registered office of the Corporation required by the Missouri Nonprofit Corporation Act to be maintained in the State of Missouri may be, but need not be, identical with the principal office in the State of Missouri, and the address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE II
CHARITABLE PURPOSES

Section 1. Purpose.The purpose or purposes for which this Corporation is organized shall be to use its funds and property exclusively for carrying out the following charitable and educational activities:

To advance the quality of children's otolaryngologic care:

(a) By developing and encouraging investigative knowledge of pediatric otolaryngologists by:

(1) Encouraging and supporting individual and cooperative clinical research; and

(2) Promoting and supporting basic research in children's otolaryngologic disorders;

(b) By establishing educational standards for the training and evaluation of otolaryngologists who are concerned with the care of children by:

(1) Promoting the training of pediatric otolaryngologists by establishing educational guidelines and goals, and assessing achievements thereof;

(2) Promoting training of pediatric otolaryngology in established residency and fellowship programs and by establishing guidelines and goals and assessing achievements thereof;

(3) Promoting training of various other related health professions; and

(4) Sponsoring regular postgraduate meetings and seminars for the dissemination of knowledge in pediatric otolaryngology;

(c) By establishing standards of professional practice in pediatric otolaryngology;

(d) By providing information to all individuals, agencies, public or private, concerning the otolaryngological care of children including scientific, clinical, social and economic issues;

(e) By providing a referral source for all individuals, agencies, public or private seeking information concerning the otolaryngological care of children; and

(f) By doing such other things as are incidental or appropriate in accomplishing the foregoing purposes.

ARTICLE III MEMBERSHIP

Section 1. Categories of Members. There shall be the following categories of membership in this Society. Members of each category shall be referred to as "Member":

- (a) Charter Member
- (b) Member
- (c) Associate Member
- (d) Member Emeritus
- (e) International Member
- (f) Honorary Member
- (g) Fellow Member

Section 2. License Requirement. A Charter Member, Member, Fellow Member, and an Associate Member must be licensed to practice medicine and surgery in one or more states of the United States or in Canada.

Section 3. Charter Member. The list of Charter Members shall be established and closed at the organizational meeting.

Section 4. Member.A Member shall mean a Diplomat of the American Board of Otolaryngology or a Fellow of the Royal College of Surgeons (Canada) whose “major professional activities” are devoted to teaching, research, or patient care in the field of pediatric otolaryngology as defined by the purpose of the Society as set forth in Article II hereof and, with the exception of Fellow Members, who satisfies the eligibility requirements as set forth in Section 5 hereafter. The Board of Directors shall determine who is eligible for membership in the society but “membership” shall be determined by a vote of the Members entitled to vote as set forth in these Bylaws. For purposes of this section, 'major professional activities' shall mean a medical and and/or surgical practice predominantly involving management of a wide range of otolaryngologic disorders in neonates, infants, and children less than eighteen years of age. The Membership Committee shall provide and disseminate to applicants the following criteria that are used to evaluate suitability of applicants for Society membership:

Section 5. Eligibility for Membership (all categories other than Fellow Member).To be eligible to be a member of the American Society of Pediatric Otolaryngology, a candidate must:

- (a) Have attended at least one ASPO meeting in the 2 years prior to application;
- (b) Be board certified by the American Board of Otolaryngology or the Royal College of Physicians and Surgeons of Canada. Applicants are encouraged but not required to be a member of the American Academy of Otolaryngology-Head Neck Surgery or the Canadian Otolaryngology Society;
- (c) Be recognized and identified by peers as a pediatric otolaryngologist. A substantial majority (80%) of the applicant’s medical and surgical practice must involve pediatric patients. The individual’s practice setting must be appropriate for specialized pediatric care;
- (d) Shall have successfully completed a fellowship program in pediatric otolaryngology;
- (d) Demonstrated professional activities in the field of pediatric otolaryngology for a minimum of two years following completion of a full year of pediatric otolaryngology fellowship training and prior to submitting the application;
- (e) Authored a minimum of two (2) peer reviewed publications in the field of pediatric otolaryngology published in major journals or editor-reviewed textbooks; and
- (f) Furnished letters of recommendation from two (2) active ASPO members.

Section 6. Dues.A Member shall be required to pay dues as specified by the Board of Directors. Members who have not paid their annual dues by the opening date of the annual meeting will be assessed a fifty dollar (\$50.00) late fee. Members who fail to timely pay their dues for two consecutive years shall be dropped from the membership roll. To be re-instated, a Member must pay his/her “past due” account plus late fees.

A Member in good standing who has satisfied the requirements for same as set forth herein shall be eligible to vote, to serve on committees, and to hold office.

Section 7. Associate Member. An Associate Member shall mean an otolaryngologist who practices in the United States or Canada who otherwise fulfills the requirements for admission to the Society as a Member, as defined in Section 5, but who is not a Diplomat of the American Board of Otolaryngology or a Fellow of the Royal College of Surgeons (Canada). An Associate Member shall be required to pay dues, shall be eligible to vote, shall be eligible to serve on committees but shall not be eligible to hold office.

Section 8. Member Emeritus. A Member shall have the option of becoming a Member Emeritus upon reaching the age of sixty-five (65) years, or upon retiring from the active practice of pediatric otolaryngology. A Member Emeritus shall not be required to pay dues, shall not be eligible to vote, and shall not be eligible to hold office.

Section 9. International Member. An International Member shall mean an otolaryngologist who practices outside of the United States or Canada who otherwise fulfills the requirements for admission to the Society as a Member, as defined in Section 5 but who is not a Diplomat of the American Board of Otolaryngology or a Fellow of the Royal College of Surgeons (Canada). An International Member shall not be required to pay dues, shall not be eligible to vote, shall not be eligible to hold office but is eligible to serve on committees.

Section 10. Honorary Member. An individual of outstanding caliber who has made a major contribution to pediatric otolaryngology who is not eligible for another category of membership, may be awarded the status of Honorary Member by the Board of Directors as provided in these Bylaws. An Honorary Member shall not be required to pay dues, shall not be eligible to vote, and shall not be eligible to hold office.

Section 11. Fellow Member. An enrollee of a pediatric otolaryngology fellowship who is board-eligible or board-certified by the American Board of Otolaryngology or the Royal College of Physicians and Surgeons of Canada. A Fellow Member shall not be required to pay dues, shall not be able to vote, and shall not be eligible to serve on committees or to hold office. The maximum duration of Fellow Membership shall be three years. Nomination for Membership. Nomination for membership in the Society shall require the sponsorship of two voting Members in good standing and the consent of the nominee. A candidate for membership in all categories shall be voted upon by all voting Members present at the Annual Business Meeting following the favorable vote of five (5) Directors to recommend an individual for membership. Membership approval shall require a 75% majority vote of the voting Members present at the Annual Business Meeting, including written proxies timely delivered as set forth in these Bylaws.

Section 13. Meeting of Membership. There shall be an Annual Meeting of the Members, the time and place of which shall be established by majority vote of the Board of Directors;

(b) Any Member in good standing may propose, and is encouraged to do so, a meeting place to the Board of Directors for future meetings, preferably three (3) years in advance for consideration by the Board of Directors;

(c) These shall be a Scientific Session incorporated into the Annual Meeting;
and

(d) There shall be a Business Meeting incorporated into the Annual Meeting which will be open only to voting Members in good standing, and at which official business shall be transacted, including (i) the elections of officers and (ii) the elections, of the Members-At-Large of the Board of Directors (*e.g.*, to fill any vacancy of a Member-At-Large or upon expiration of his or her three year term). The officers and Members-At-Large shall be elected by a majority vote of those voting Members attending the Annual Business Meeting. There shall be a slate with an option for write-in candidates.

Section 14. Guests at the Annual Meeting. The Scientific Session of the Annual Meeting shall be open to all interested physicians or other professionals who register for the meeting;

(b) A registration fee may be required at the discretion of the Board of Directors on the advice of the event coordinator; and

(c) Special meetings of the membership may be called at any time by a majority of the Board of Directors provided notice is given to the voting Members of the Society sixty days prior to the date of the meeting.

Section 15. Quorum. The voting Members present shall constitute a quorum for business at the Annual Business Meeting and other official committee meetings. Unless these Bylaws provide otherwise, a fifty-one percent (51%) vote of the Members at which a quorum is in attendance (including qualified proxies as set forth hereafter) shall constitute the act of the Membership.

(b) Proxy. Any voting Member of the Corporation may deliver a proxy to the Secretary of the Corporation provided such proxy:

(1) is in writing;

(2) identifies the person by name to whom such proxy is given;

(3) is received by the Secretary of the Corporation during the period beginning on the date the meeting agenda is distributed to the Members and ending on the date prior to the date of the meeting to which the proxy applies;

(4) identifies by specific date the date of the meeting to which it applies; and

(5) is signed by the voting Member who has given his/her proxy.

A proxy which satisfies all five (5) requirements shall be a qualified proxy and shall be included in determining the number of Members which constitutes a quorum.

ARTICLE IV BOARD OF DIRECTORS

Section 1. Powers and Duties.The business and affairs of this Corporation shall be managed by a Board of Directors. The Board of Directors shall have all of the powers permitted under the Missouri Nonprofit Corporation Act and these Bylaws. Such powers shall include by way of example but not by way of limitation:

(a) It shall generally oversee the business and affairs of the Corporation and make certain that the spirit and letter of the Articles of Incorporation and of the Bylaws are satisfied and carried out;

(b) It shall consider all applications for membership presented by the Membership Committee. Favorable and dissenting opinions on nominations under consideration shall be heard. A list of nominees for membership approved by the Board of Directors shall be given to the Secretary for distribution to the general membership ten (10) days prior to the Annual Meeting;

(c) It shall approve the meeting place of the Annual Meeting at least three (3) years in advance;

(d) It shall work with the Research Committee on any intellectual property right issues related to the Society or vested in the Society;

(e) It shall review the reports prepared by each Committee Chair, either in writing, in person or both, and vote upon all pertinent action items, and

(f) It shall meet at least once a year, or such other times, as is appropriate, sufficiently prior to the Annual Meeting to allow time for proper action.

Section 2. Membership of Board of Directors.There shall be nine members of the Board of Directors (the "Directors"). The Members shall elect the officers as set forth in greater detail in Article VII and those officers shall be Directors *ex officio*. Accordingly, the Directors shall consist of the following officers of the Corporation: President, the President-Elect, the Immediate Past-President, the Secretary, the Treasurer, the Past-Past President, and three Directors from among the Members, each of whom is referred to as a Member-At-Large Director. Each Member-At-Large Director shall be elected for a term of three years and cannot be re-elected as a Member-At-Large Director for a consecutive three-year term. A Member-At-Large Director may be elected to other offices within the Society provided that the term of elected office begins after conclusion of a full three-year term as a Member-At-Large Director.

Additionally, a Pediatric Otolaryngology Fellow (non-voting attendee) is invited to all Board meetings to represent the interests of current and future pediatric otolaryngology fellows. The Fellow Representative may participate in committees at the direction of the president and will be selected for a two-year term by the Society President.

All Committee Chairs are invited to attend the Annual Meeting of the Board of Directors for the purpose of presenting their committee reports, however, only the members of the Board of Directors as defined above are eligible to vote on matters to come before the Board.

Section 3. Chairperson of the Board of Directors.The President of the Society shall be the Chairperson of the Board of Directors.

Section 4. Resignations.Any Director may resign at any time by giving written notice to the Chairperson of the Board of Directors, the President, or the Secretary of the Corporation and such resignation shall be effective as of the date specified in such written notice.

Section 5. Removal.Directors may be removed for good cause at a special meeting of the Board of Directors called expressly for such purpose in the manner and subject to the limitations provided by the Missouri Not For Profit Corporation Act. A two-thirds (2/3) vote of the full Board of Directors (determined without regard to the Director under consideration) shall be required for removal.

Section 6. Vacancies.Vacancies of the Board of Directors may be filled by a majority of the remaining Directors until the next Annual Meeting, when a special election will be held.

Section 7. Executive Committee.The Board of Directors may, by resolution adopted by the majority of the Directors, designate an Executive Committee consisting of the President, the President-elect, the immediate Past-President, the Secretary and the Treasurer, which committee shall have and exercise all of the authority of the Board of Directors in the management of the Corporation with respect to day to day decisions of the Corporation. The act of a majority of the Members of the Executive Committee shall be the act of the Executive Committee.

Section 8. Compensation.No Director shall be entitled to compensation for his/her services to the Corporation as such, nor for his/her attendance at any meeting of the Board of Directors or any committee thereof. Nothing herein shall be construed to preclude any Director from serving the Corporation in any other capacity and from receiving reasonable compensation and the reimbursement of expenses for service in such other capacity. Reimbursement for secretarial and administrative support shall be granted to both the Secretary and Treasurer to facilitate the performance of their duties.

ARTICLE V MEETINGS OF THE BOARD OF DIRECTORS

Section 1. Conduct of Meetings.The Chairperson, and in his/her absence, any Director chosen by the Directors present, shall call a meeting of the Board of Directors to order and shall act as Chairperson at that meeting. The presiding officer may appoint any Director or other person present to act as Secretary of that meeting.

Section 2. Quorum. Except as otherwise provided by law or by these Bylaws, a majority of the Directors shall constitute a quorum for the transaction of business of the Board of Directors, but a majority of Directors present (though less than such a quorum) may adjourn the meeting from time to time without further notice.

Section 3. Manner of Acting. The affirmative vote of four (4) Directors at which a quorum is in attendance shall be the act of the Board of Directors unless the act of a greater number is required by law, or by the Articles of Incorporation, or the Bylaws.

Section 4. Proxies. Any Director may, by a written proxy filed with the Secretary of the Corporation, authorize another person or persons to vote on behalf of such Director at any meeting of the Board of Directors, or to express consent or dissent on behalf of such Director to action taken without a meeting.

Section 5. Annual Meetings. An Annual Meeting of the Board of Directors shall be held with notice during the month of May, or such other time as designated by the Board. The Board of Directors may provide, by resolution, the time and place, for the holding of additional regular meetings without other notice than such resolution.

Section 6. Special Meetings. Special Meetings of the Board of Directors may be called by or at the request of the President, President-Elect, or any two Directors.

Section 7. Meetings by Conference Telephone. Unless otherwise restricted by law, by the Articles of Incorporation, or by these Bylaws, the Directors or any committee designated by the Board of Directors may participate in a meeting of the Board of Directors or such Committee by means of conference telephone call or any similar communications equipment whereby all persons participating in the meeting can hear each other at the same time, and participation in a meeting in this manner shall constitute presence in person at the meeting.

Section 8. Notice of Meetings. Notice of any meeting shall be given at least ten (10) days prior thereto by written notice delivered personally, mailed or electronically mailed to each Director at his/her business address. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, so addressed, with postage thereon prepaid. If delivered by electronic mail, such notice shall be deemed to be delivered when transmitted. The attendance of a Director at a meeting in person or by proxy shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to a transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted, nor the purpose of any regular meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting. The Notice of a special meeting shall include a description of the matter(s) to come before such meeting. Upon election of the Board of Directors, each Director shall deliver written notice of his/her business address to the Secretary of the Corporation.

Section 9. Action by Directors Without a Meeting. Any action required or permitted to be taken by the Board of Directors, or by any committee of the Board of Directors, may be taken without a meeting if a written consent setting forth the action so taken, is approved by all of the members of the Board of Directors or of such committee, as the case may be. Such written

consents shall be filed with the minutes of the meetings of the Board of Directors or of such committee. Such written consents shall have the same force and effect as a unanimous vote at a meeting duly held, and may be stated as such in any certificate or document filed under the Missouri Not For Profit Corporation Act.

Section 10. Presumption of Assent.A Director of the Corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be conclusively presumed to have assented to the action taken unless his dissent shall be entered in the minutes of the meeting or unless he/she shall file his/her written dissent to such action with the person acting as Secretary of the meeting before the adjournment thereof or shall forward such dissent by certified mail to the Secretary of the Corporation immediately after and on the same day as the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

ARTICLE VI COMMITTEES

Section 1. Committees of the Board of Directors.Committees Generally.Committees and subcommittees shall be standing or special. The standing Committees shall be the following: Program, Membership, Nominating, Audit, Finance, Research, Long Range/Strategic Planning, Information Technology, Fellowship, Bylaws, Education, Development, and Quality and Safety. Special Committees may be created or terminated at any time by resolution of the Board of Directors. The chairperson of each Committee (“Committee Chairperson”) shall be primarily responsible for implementing the action of that Committee and shall serve a two (2) year term. As a general rule, the President shall select each Committee’s Chairperson from among Committee members who have previously served at least a full three years on such Committee unless otherwise specifically identified hereinafter. Unless specified otherwise herein, each Committee shall be composed of 7 individuals: 6 committee members serving staggered 3-year terms in addition to the appointed Chairperson and will meet from time to time as the Committee Chairperson deems appropriate. The Committee Chairperson shall prepare semiannual reports and send such annual report to the Secretary of the Society one month in advance of each Board Meeting.

(b) Program Committee.The Program Committee shall be composed of a Committee Chairperson and six additional members, all of whom are appointed by the President. The Committee Chairperson will serve for a one-year term, and shall have served a prior three-year term on that Committee. The other members of the Program Committee shall be appointed for a single three-year term, with two new members being appointed yearly. The duties and responsibilities of the Program Committee shall include:

(1) Responsibility for the Scientific Session and all related programs and exhibits of the Society at its Annual Meeting and at other meetings in which the Society is participating;

(2) Working with the event coordinator to insure proper coordination of the scientific and other programs of the Annual Meeting;

(3) Review of free or invited papers and posters in consultation with the Board of Directors to determine their appropriateness for presentation at an Annual Meeting; and

(4) Such additional duties as the Committee Chairperson may prescribe.

(c) Membership Committee. The Membership Committee shall be composed of six members, all of whom are appointed by the President. The Committee Chairperson will be appointed for a two-year term. The other Members shall be appointed for a three-year term. The duties and responsibilities of the Membership Committee shall include:

(1) To maintain and distribute application forms for membership in the Society;

(2) To establish guidelines for membership, subject to the approval of the Board of Directors and the membership of the Society;

(3) To annually review all prospective candidates for membership in the Society and present all recommendations regarding membership to the Board of Directors thirty (30) days prior to the Annual Meeting; and

(4) Such additional duties as the Committee Chairperson may prescribe.

(d) Nominating Committee. The Nominating Committee shall be composed of five members, four members of which shall be elected by the voting Members of the Society and the fifth member of which shall be the Immediate Past-President of the Society. Each Nominating Committee member shall serve a one-year term. The duties and responsibilities of the Nominating Committee shall include:

(1) To prepare a slate of officers, including the President-Elect and when required, the Secretary and the Treasurer (one name for each position) preferably in time for the fall meeting of the Board of Directors to facilitate a smooth transition; the slate of officers prepared by the Nominating Committee shall not include the name of any then member of the Nominating Committee;

(2) To prepare a slate of Directors (if required), including the Members-At-Large (one name for each position) and to submit such slate to the Board of Directors at least sixty (60) days prior to the Annual Meeting; and

(3) Such additional duties as the Committee Chairperson may prescribe.

(e) Fellowship Committee. The Fellowship Committee shall be composed of six members, all of whom are appointed by the President. The Committee Chairperson will serve for a two-year term. The other Members shall serve a three-year term. At least three members of the Fellowship Committee shall be active faculty supervisors within a

fellowship training program. The duties and responsibilities of the Fellowship Committee shall include:

(1) To review standards for fellowship training in pediatric otolaryngology and assist and make recommendations to agents who evaluate fellowship training programs;

(2) To provide a written report of the Committee's actions and recommendations to the Chairperson of the Board of Directors and Secretary of the Society not less than four weeks prior to the Annual Meeting of the Board of Directors;

(3) To work toward continuous improvement of the fellowship candidate interview process to include coordination of interview dates;

(4) To facilitate interactions between the San Francisco Match Program and ASPO and fellowship programs in terms of registration of programs, coordinating the match date, and related matters;

(5) To assist interested programs in obtaining ACGME accreditation; and

(6) Such additional duties as the Committee Chairperson may prescribe.

(f) **Audit Committee.**The Audit Committee shall be composed of three members all of whom are appointed by the President. A Committee Chairperson shall serve in this capacity for two years. The other Members shall serve a three-year term. The duties and responsibilities of the Audit Committee shall include:

(1) To review the Treasurer's reports to the Members to insure appropriate disclosure;

(2) To appoint an independent auditor to perform an annual financial review. An audit should take place every four (4) years, at the completion of each Treasurer's term of office;

(3) To review and approve the scope of the work of any and all independent and internal auditors;

(4) To review with auditors and management the effectiveness of internal controls;

(5) To review and approve the fees of the independent auditors;

(6) To maintain direct communication with independent auditors;

(7) To review audit reports and management actions taken in response to audit reports;

(8) To report regularly on the activities of the Audit Committee to the Board of Directors and to the membership;

(9) To annually file or cause to be filed all federal and state tax forms, including by way of example but not by way of limitation, IRS Form 990; and

(10) Such additional duties as the Committee Chairperson may prescribe.

(g) Finance Committee. The Finance Committee shall consist of seven members, six of which shall be appointed by the President of the Society and the seventh member of which shall be the Immediate Past-President of the Society. Five of the appointed members shall each serve three-year terms. The Immediate Past-President will serve for a one-year term. The Committee Chairperson shall be selected by the President and shall serve in this capacity for two years. The duties and responsibilities of the Finance Committee shall include:

(1) To review financing requirements and strategy for the Society, particularly the Education and Endowment Fund, in consultation with the Treasurer;

(2) To review expenditures and fiscal policy and recommend action to the Board of Directors;

(3) To review financial strategies and results of the Society;

(4) To review long-term financial strategies with the Board of Directors at least annually;

(5) To formulate an investment policy; and

(6) Such additional duties as the Committee Chairperson may prescribe.

(h) Research Committee. The Research Committee shall consist of six members, all of whom are appointed by the President. The Committee Chairperson will be appointed by the President for a two (2) year term after having previously served a three-year Research Committee term. The other Members shall serve a three-year term. The duties and responsibilities of the Research Committee shall include:

(1) Soliciting and reviewing grant proposals submitted to the Society for funding, and making recommendations to the Board of Directors for which proposals to fund;

(2) Working with the Centralized Otolaryngology Research Effort (CORE) committee of the American Academy of Otolaryngology-Head and Neck Surgery to solicit and review and fund grant proposals pertaining to pediatric otolaryngology;

(3) Formulate, update, disseminate and carry out policies pertaining to surveys administered to the ASPO membership for research purposes;

(4) Working with the Board of Directors on any intellectual property right issues related to the Society; and

(5) Such other duties as the Committee Chairperson may prescribe.

(i) **Development Committee.**The Development Committee shall be composed of six members, all of whom are appointed by the President. The Committee Chairperson shall be appointed for a two year term. The remaining members of the Development Committee shall be appointed for a three-year term. The duties and responsibilities of the Development Committee shall include:

(1) Raising funds for the Society, for the purposes of sustaining research and educational support and such other duties as the Board of Directors may prescribe; overseeing the planning and coordination of fund-raising efforts

(2) Working with the President to implement and create supporting materials for the annual President's fund-raising appeal to the membership

(3) Assessing the need for fund-raising events and capital campaigns; and

(4) Such other duties as the Committee Chairperson may prescribe.

(j) **Information Technology Committee.**The Information Technology Committee shall be composed of six members, all of whom are appointed by the President. The Committee Chairperson shall serve a two-year term after having previously served a three-year term on this Committee. The other Members shall serve a three-year term. The duties and responsibilities of the Information Technology Committee shall include:

(1) Interacting with the webmaster for the Society;

(2) Making recommendations about new technology from which the Society would benefit;

(3) To determine appropriate distribution of the podium presentations at annual meetings through such avenues as audio digest, video tapes, computer disks for such purposes as continuing medical education; and

(4) Such other duties as the Committee Chairperson may prescribe.

(k) Long-Range/Strategic Planning Committee. The Long-Range Strategic Planning Committee shall be composed of six members all of whom are appointed by the President. The Committee Chairperson shall serve a two-year term after having previously served a three-year term on this Committee. The other Members shall serve a three-year term. The duties and responsibilities of the Long-Range Strategic Planning Committee include:

- (1) Implementing new programs as needed;
- (2) Reviewing and keeping up to date the charge and mission statement of the Society;
- (3) Working with the Society's event coordinator on site selection and planning for future meetings;
- (4) Working with other Committees as needed to establish future needs and direction of the Society; and
- (5) Foster leadership at all levels within the Society.

(l) Bylaws Committee. The Bylaws Committee shall be composed of the following four members: (a) Secretary, (b) Immediate Past President, (c) Past Past President, and (d) Past Past Past President. The Past Past President shall serve as Chairperson. The duties and responsibilities of the Bylaws Committee are to keep the bylaws current with the activities and practices of the Society.

(m) Education Committee. The Education Committee shall be composed of six members all of whom are appointed by the President. The Committee Chairperson shall serve a two-year term after having previously served a three-year term on this Committee. The other Members shall serve a three-year term. The duties and responsibilities of the Education Committee include:

- (1) The primary responsibility is to develop and maintain a curriculum for fellowships in pediatric otolaryngology. A secondary responsibility is to develop and maintain pediatric otolaryngology curricula and materials for the education of otolaryngology residents, non-otolaryngology residents, practicing otolaryngologists, and medical students;
- (2) Assist in the identification of resources for curriculum support; and
- (3) Assist in the development of material to be used in the pediatric otolaryngology portion of the American Board of Otolaryngology Maintenance of Certification (MOC) and the Pediatric Otolaryngology Sub-certification examinations.

(n) ASPO Representation to Committees of the American Academy of Otolaryngology – Head and Neck Surgery (AAO-HNS) and other Societies.

The President shall be responsible for appointing an ASPO representative(s) to committees of the AAO-HNS and other Societies upon request. These include but are not limited to:

(1) Staggered renewable three-year terms for a Governor, Public Relations Representative and AAO-HNS Liaison Representative to the AAO-HNS Board of Governors;

(2) A renewable three year term for a representative to the AAO-HNS Specialty Society Advisory Council to be filled by a member who serves or has served the Society in the capacity of President, Secretary or Treasurer; and

(3) The names of two potential representatives to serve a two year term on the AAO-HNS Pediatric Otolaryngology Committee. Additionally, the ASPO President may be requested to forward the names of candidates to serve as Chairperson of the AAO-HNS Pediatric Otolaryngology committee.

(4) Appoint one representative to serve a 2-year term on the AAO-HNS Guideline Development Task Force.

(o) Quality and Safety Committee.

The Quality and Safety Committee shall be composed of six members, all of whom are appointed by the President. The members shall be individuals who are active on a hospital or national level with patient safety and quality improvement initiatives. The Committee Chairperson shall-serve a two-year term after having previously served a three-year term on this Committee. The other Members shall serve a three-year term. The duties and responsibilities of the Quality and Safety Committee shall include:

(1) To review existing national patient safety and quality improvement initiatives to ascertain the impact to pediatric otolaryngologists and discern the role of the American Society of Pediatric Otolaryngology in such initiatives (ie helping to decide if ASPO should participate in specific initiatives)

(2) To attempt to contribute to the scientific literature of patient safety and quality improvement with regards to the scope of practice of pediatric otolaryngology.

(3) To consider member participation in patient safety and quality improvement initiatives that have the potential to impact scope of practice of ASPO members; and

(4) Such additional duties as the Committee Chairperson may prescribe.

(p) Newsletter Editor:

The Newsletter Editor shall be appointed by the ASPO President for a two (2) year term, renewable once. The Editor will oversee the periodic publication of a Society Newsletter to keep the membership informed of news and events. The Editor will attend the Board Meetings as a non-voting member and will present reports to the Board.

ARTICLE VII: OFFICERS

Section 1. Number.The officers shall include the President, President-Elect, Secretary, and Treasurer. Nominations for these offices shall originate from the Nominating Committee and the floor.

Section 2. Election of Officers.The officers shall be elected by the voting Members as described in Article III, of these Bylaws.

Section 3. Term of Office.Each officer shall hold office for the term designated below:

President	1 year
President-Elect	1 year
Secretary	4 years
Treasurer	4 years

or until his/her death, or until he/she shall resign or shall have been removed in the manner hereinafter provided. No officer shall be eligible to serve more than one term but shall be eligible for re-election one year after the conclusion of his/her last term.

Section 4. Removal.Any officer may be removed by the Board of Directors whenever in its judgment the best interest of the Corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer shall not of itself create contract rights.

Section 5. Resignations.Any officer may resign at any time by giving written notice to the Board of Directors, the President or the Secretary of the Corporation.

Section 6. Vacancies.A vacancy in any office because of death, incapacity, resignation, removal, disqualification or otherwise, may be filled by a vote of a majority of the Directors until the next Annual Meeting, when a special election will be held.

Section 7. President.The President shall be the principal Executive Officer of the Society and Chairman of the Board of Directors and shall in general, supervise and control all of the business and affairs of the Corporation. His/her duties and responsibilities shall include:

- (1) Presiding at the Annual Meeting and at all meetings of the Board of Directors and Past Presidents;

- (2) Organizing and chairing the semi-annual meetings of the Pediatric Otolaryngology Pan-Leadership group in conjunction with the ASPO representative to the AAO-HNS Specialty Society Advisory Council and the other members of the Executive committee;
- (3) Enforcing all rules and regulations of the Society;
- (4) Executing all official documents, contracts, leases, etc.
- (5) Making appropriate committee appointments to the standing committees of the Society and establishing ad hoc committees as he/she sees fit;
- (6) Making appropriate appointments on behalf of the Society to fill ASPO-designated seats on committees of the AAO-HNS and other societies;
- (7) He/she shall be an *ex officio* member of all committees as he/she sees fit; and
- (8) He/she shall be responsible to the Board of Directors for all scientific programs and exhibits of the organization.

Section 8. President-Elect. In the absence of the President, whether due to resignation, incapacity or any other cause, or in the event of the President's death, inability or refusal to act, the 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 President-Elect shall exercise such powers only so long as the President remains absent or incapacitated, or until the Board of Directors elects a new President. The President-Elect shall perform such other duties as from time to time may be assigned to him/her by the President or by the Board of Directors and shall be the successor to the President at the expiration of the President's term.

Section 9. Secretary. The Secretary shall have the following duties and responsibilities:

- (1) He/she shall record and distribute to all Members the proceedings of all business meetings and meetings of the Board of Directors;
- (2) He/she shall notify the membership of all Board and Business meetings and shall publish and distribute the agenda of the Annual Business Meeting;
- (3) He/she shall maintain a registry of membership;
- (4) He/she shall conduct appropriate correspondence and maintain a file of such;
- (5) He/she shall submit a report of the minutes of the previous Business Meeting;

(6) He/she shall distribute the report of the Membership Committee to all Members ten (10) days prior to the Annual Meeting; and

(7) Upon disability of the President and President-Elect, he/she shall assume the office of the President until the next Annual Meeting.

Section 10. Treasurer. The Treasurer shall have the following duties and responsibilities:

(1) He/she shall maintain a registry of membership jointly with the Secretary;

(2) He/she shall bill to and collect from the appropriate Members all dues and fees pertaining to the Society;

(3) He/she shall render disbursements for authorized official expenses subject to the approval of the Board of Directors;

(4) He/she shall maintain a financial ledger, which shall be available for an annual audit by an outside accounting firm; he/she shall maintain, at the expense of the Society, a surety bond for the conduct of his/her office;

(5) He/she shall present a financial report to the membership at the Annual Business Meeting;

(6) He/she shall file or cause to be filed all state, local and federal tax or corporate documents required to be filed by the Society; and

(7) He/she shall prepare or cause to be prepared a biannual report and present it to the Board of Directors.

ARTICLE VIII: FINANCIAL AFFAIRS

Section 1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances. Such authorization shall be memorialized in a resolution of the Board.

Section 2. Loans. No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors.

Section 3. Checks, Drafts, etc. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 4. Deposits. Subject to the provisions of Section 6, all funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

Section 5. Reports. The Treasurer shall prepare an annual report of the financial status of the Corporation and a report of its earnings to the Board of Directors and the membership.

Section 6. Endowment Fund. The Corporation shall maintain an endowment fund, and all contributions to the Society, which are designated as an endowment fund contribution, shall be deposited in such fund in accordance with the terms of such endowment. If permitted under the terms of the endowment, at the end of each fiscal year of the Corporation, the Board of Directors shall determine what percentage, if any, of the endowment fund investment earnings generated during the preceding fiscal year, shall be used as current operating expenditures solely for educational and research purposes. All other endowment fund investment income shall be reinvested in accordance with the terms of the endowment or reinvested as principal or capital and shall thereafter be held as same. Available endowment fund investment income shall not be available for appropriation to the aforesaid educational and research purposes until the fiscal year after which it is earned.

ARTICLE IX: FISCAL YEAR

The fiscal year of the Corporation shall end on December 31.

ARTICLE X: MEMBERSHIP DUES

The entering Member's first year dues as well as the continuing Member's dues will be set by the Board of Directors and approved by the voting Members. All membership dues shall be payable at the beginning of the fiscal year, January 1. A Member or Associate Member six months in arrears in membership dues will be considered inactive. No regular membership dues will be assessed for Honorary, International, or Emeritus Members.

ARTICLE XI: LOSS OF MEMBERSHIP/LEAVE OF ABSENCE

Section 1. Removal. Any Member or Associate Member may be removed from membership for:

(a) Failure to adhere to the obligations and objectives of the Society set forth in the Articles of Incorporation and in these Bylaws;

(b) Unless excused by the Board of Directors, a member delinquent in dues for more than one year will be assessed a late fee of fifty dollars (\$50.00). If a member remains delinquent in dues for twenty-four (24) months from the date of the dues notice, that individual may be removed from membership. An individual whose membership has

lapsed because of nonpayment may be reinstated on payment of the current year's dues and all delinquent years' dues; and

(c) Failure to maintain good standing in the medical profession as determined by the Board of Healing Arts (or comparable medical profession regulatory body) of the state in which the person practices medicine.

Section 2. Leave of Absence.A leave-of-absence status may be granted to a Member for serious illness that precludes medical practice. During this time, dues shall be waived. When active membership status is reinstated, dues shall resume without retroactive payments. If the Member is unable to practice for five (5) consecutive years then status can revert to "emeritus" or "honorary" if the Member so wishes and the Board of Directors agrees. After five (5) consecutive non-dues paying years due to illness the Member must therefore either resume dues payment or revert to the appropriate non-dues paying status.

Section 3. Board Action.The President shall appoint an ad hoc Ethics Committee as needed from time to time from among those members who are independent of the particular event which caused such committee to be convened. The Board of Directors and the ad hoc Ethics Committee shall act by two-thirds vote to implement the above removal, and to notify the person concerned by mail. Prior to any action, the Member will be notified sixty (60) days in advance by registered mail. Any appeal to the Board of Directors' action must be submitted to the Secretary in writing within thirty (30) days thereafter for presentation to the Board of Directors and the Ethics Committee. A decision will be by majority vote of the membership at the next Annual Meeting based upon the recommendation of the Ethics Committee and the Board of Directors.

ARTICLE XII: INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES AND AGENTS

Section 1. Indemnification.The provisions of this Article shall be in the nature of a contract between the Corporation and each of its Directors and officers made in consideration of such person's continued service to the Corporation. The protection afforded to each Director or officer by the provisions of this Article shall survive such person's term of office or employment. This Article may not be repealed, nor may the benefits to the Directors and officers afforded hereby be diminished, except as to liability accruing in respect of acts or omissions occurring after the date of such repeal or modification.

Section 2. Hold Harmless.The Corporation shall hold harmless and indemnify each Director and officer to the fullest extent authorized or permitted by the provisions of Subsections 1 through 6 and 9 through 11 of Section 355.476, Missouri Revised Statutes, as amended (which Section, in its entirety, is hereinafter referred to as the "State Statute") or any other or additional statutory provisions which are hereafter adopted authorizing or permitting such indemnification.

Section 3. Insurance.The Corporation may purchase and maintain for the benefit of each Director or officer, as named insured or additional insured, a policy or policies of general comprehensive liability insurance (covering claims arising out of death, illness or injury or arising out of property loss or damage) and Directors' and officers' liability insurance (covering

claims arising out of wrongful acts or omissions) in respect of liabilities asserted against and/or incurred by its Directors and officers in either such capacity or otherwise in the performance of their services for the Corporation.

Section 4. Expenses.In addition to the foregoing, and subject only to the exclusions set forth in Article XII, Section (5) of this Article, the Corporation shall, to the fullest extent authorized or permitted by the provisions of Subsection 7 of the State Statute, hold harmless and indemnify each Director and officer: (i) against any and all expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such Director or officer in connection with any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (including an action by or in the right of the Corporation) to which such Director or officer is, was or at any time became a party, or is threatened to be made a party, by reason of the fact that such Director or officer is, was or at any time becomes a Director, officer, employee or agent of the Corporation, or is or was serving or at any time serves at the request of the corporation as a Director, officer, employee or agent of another Corporation, partnership, joint venture, trust or other enterprise; and (ii) otherwise to the fullest extent as may be provided to such Director or officer by the Corporation under the State Statute.

Section 5. Corporation Liability.No indemnity pursuant to Section 4 of this Article shall be paid by the Corporation: (i) except to the extent the aggregate of losses to be indemnified there under exceeds the amount of such losses for which the Director or officer is indemnified either pursuant to Section (2) of this Article or pursuant to any insurance of the type referred to in Section (3) of this Article purchased and maintained by the Corporation; (ii) in respect of remuneration paid to such Director or officer if it shall be determined by a final decision of a court having jurisdiction in the matter that such remuneration was in violation of law; (iii) on account of such Director's or officer's conduct which is finally adjudged by a court having jurisdiction in the matter to have been knowingly fraudulent, deliberately dishonest or willful misconduct; or (iv) if a final decision by a court having jurisdiction in the matter shall determine that such indemnification is not lawful.

Section 6. Term of Coverage.All agreements and obligations of the Corporation contained in this Article shall continue during the period the Director or officer is a Director or officer of the Corporation (or is or was serving at the request of the Corporation as a director, officer, employee or agent of another Corporation, partnership, joint venture, trust or other enterprise) and shall continue thereafter so long as the Director or officer shall be subject to any possible claim or threatened, pending or completed action, suit or proceeding, whether civil, criminal or investigative, by reason of the fact that he or she was a Director or officer of the Corporation or was serving in any other capacity referred to in this Article.

Section 7. Payment.The Corporation will pay, in advance of the final disposition of the action, suit or proceeding, all reasonable expenses of the Director or officer incurred in defending any civil or criminal action, suit or proceeding against him or her, provided he or she shall have agreed to reimburse the Corporation if and to the extent that it shall be ultimately determined that he or she is not entitled to be indemnified by the Corporation for such expenses.

**ARTICLE XIII:
CORPORATE SEAL**

The Corporation shall not have a seal.

**ARTICLE XIV:
BOOKS AND RECORDS TO BE KEPT**

The Corporation shall keep as permanent records minutes of all meetings of its Board of Directors, a record of all actions taken by the Directors without a meeting, and a record of all actions taken by committees of the Board of Directors. The Corporation shall maintain appropriate accounting records. A copy of the following records shall be kept at the Corporation's principal office: the Articles of Incorporation and all amendments to them currently in effect, these Bylaws and all amendments to them currently in effect, all committee Charters that are adopted by resolution of the Board of Directors, a list of the names and business or home addresses of the current Directors and officers, the most recent annual report delivered to the Secretary of State, and appropriate financial statements of all income and expenses.

**ARTICLE XV:
WAIVER OF NOTICE**

Whenever any notice is required to be given under the provisions of these Bylaws the Articles of Incorporation, or the Missouri Nonprofit Corporation Act, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

**ARTICLE XVI:
AMENDMENTS**

The Bylaws may be changed or amended by submitting a written resolution to the Board of Directors who, in turn, will present the suggested change or amendment to the membership at least sixty (60) days prior to the next Annual Meeting, provided the unanimity requirement of Article XVII is satisfied at the Board level. A two-thirds majority vote of the voting Members at a meeting at which a quorum is in attendance will be necessary for adoption of a change or amendment to the Bylaws of the Society. Members not attending the Annual Meeting may cast their vote by a qualified proxy delivered to the Secretary of the meeting, in accordance with Article III, Section 14(b) of these Bylaws.

**ARTICLE XVII:
EFFECTIVE DATE OF ADOPTION**

Following approval by an unanimous vote of the Board of Directors of the Corporation, these Bylaws shall become effective upon that date on which they are ratified by the voting Members as set forth in Article XVI above.

Adopted this: April 30, 2011.

Peter J. Koltai, MD

President, American Society of Pediatric Otolaryngology

Marci M. Lesperance, MD

Secretary, American Society of Pediatric Otolaryngology