

The Northwest Academy of Otolaryngology

BYLAWS

ARTICLE I

NAME

This Association shall be a non-profit corporation organized under the laws of the State of Washington and in accordance with Section 501(c) 6 of the Federal Income Tax Internal Revenue Code. It shall be called The Northwest Academy of Otolaryngology (Academy). The fiscal year of the Academy shall be on a calendar basis.

ARTICLE II

PURPOSE

The mission, purpose and objectives of this Academy shall be to provide education and communication about scientific and socioeconomic matters as related to the practice of medicine, otolaryngology, and local healthcare issues.

ARTICLE III

CLASSES OF MEMBERSHIP AND ELECTIONS

Section 1 – Active Member. An active member shall be licensed to practice Medicine, will reside in the State of Washington or in their state of residence, and shall have completed formal residency training in otolaryngology. A candidate must submit an application for membership to the Academy. Membership requires a majority approval of voting members at a regular business meeting.

Section 2 – Associate Members. An associate member may be granted to those persons who represent allied specialties. Payment of regular annual membership dues shall be required. Associate members are not eligible to hold an elected office or vote. Membership shall require an application process and an approval as above.

Section 3 – Honorary Members. A honorary member shall be elected at the discretion of the Academy Board of Directors. They shall not be eligible to vote or hold office.

Section 4 – Emeritus Members. Members who retire from all remunerative active practice and have been a member of the Academy for more than 10 years, may request emeritus status. A member who is incapacitated for health reasons and for this reason is unable to engage in active practice may, upon application, be granted emeritus status by the Academy Board of Directors. Emeritus members are not eligible to vote or hold office.

Section 5 – Expulsions. A member may be removed from the Academy by a 75% vote of a duly constituted general assembly of the Academy.

Section 4 - Records. The Academy's records and books of accounts shall be open to inspection upon written demand of any member at any reasonable time. Such inspection may be made by the member, agent or attorney, and shall include the right to make extracts thereof. Demand for inspection, other than at a meeting of the members, shall be in writing to the President or the Secretary-Treasurer of the Academy.

ARTICLE IV
ASSESSMENTS

Section 1 - Dues. Dues for membership of the Academy shall be approved annually by the Annually Board of Directors for the ensuing year, and shall be payable within 30 days upon receipt of the dues statement.

Section 2 - Cancellation. Any member whose membership has been canceled for failure to pay dues or assessments shall not be eligible to vote or hold office.

ARTICLE V
MEETINGS AND ASSEMBLIES

Section 1 - Annual Meeting. There shall be an annual assembly of the Academy members held each year for the purpose of electing directors and officers, and for the transaction of other business as may come before the meeting. The time and place of the annual assembly shall be designated by the Board of Directors and announced at least twenty (20) days before the date so fixed. At the opening session of each annual assembly, any member of the Academy may present in writing any resolution pertinent to the purpose of the Academy, or in relation to any report by any officer, or committee of the Academy.

Section 2 - Special Other Meeting. Special other meetings of the Academy members may be held from time to time as determined by the President or a majority of the Board of Directors. Such meetings shall require twenty (20) days written notice to all members of the time and place of the meeting.

Section 3 - Location. The Board of Directors may designate any location, either within or without the State of Washington as the location of meeting for any annual meeting or for any special other meeting of the Academy.

Section 4 - Quorum. The members of the Academy present at any duly called meeting of the Academy shall constitute a quorum at such meeting. The act of a majority of the members present at a meeting at which a quorum is present shall be the act of the Academy.

Section 5 - Voting Rights. Each active member shall be entitled to one vote on each matter submitted to a vote of the members; except that at an election for directors every member entitled to vote at such election shall have the right to vote for as many persons as there are directors to be elected.

Section_6 - Proxies. No member shall be entitled to vote by proxy on any matter submitted to a vote of the members.

Section 8 - Rules of Order. Robert's Rules of Order shall control all parliamentary proceedings of the meeting of the Academy and the Board of Directors

ARTICLE VI
BOARD OF DIRECTORS

Section 1 - General Powers. The Board of Directors shall have supervision, control and direction of the affairs of the Academy, shall determine its policies or changes therein within the limits of the bylaws, shall actively prosecute its purposes and shall have discretion in the disbursement of its funds. It may adopt such rules and regulations for the conduct of its business as shall be deemed advisable, and may in the execution of powers granted, appoint such agents, as it considers necessary. Directors must

be active members of the Academy.

Section 2 - Number. The Board of Directors shall consist of the following elected directors and the officers of the association:

- President
- Past President
- President Elect / Program Chair
- Secretary-Treasurer
- Program Chair
- Two (2) Directors at Large

Section 3 - Terms. Elected directors shall serve a term of two (2) years after his/her election, or until his/her successor shall have been elected. The terms of office of the directors shall begin at the first annual meeting following elections. No director may serve more than three consecutive two-year terms, with the exception of the president and immediate past president as described in these Bylaws.

Section 4 - Nominations and Elections to the Board of Directors. At least ninety (90) days prior to the annual meeting it shall be the duty of the President to select three (3) members for the nominating committee from the membership representing, as far as practical, all geographic sections. At least sixty (60) days prior to the annual meeting the committee must mail a slate of nominees to the members that shall present one nomination for each open position on the Board of Directors. If uncontested the slate of board nominees will be considered accepted by the membership. The slate of nominees must explain that a member has the opportunity to contest the ballot and submit additional nominee(s) for a vote of the membership. If contested, additional nominee(s) must be submitted to the Academy office no later than 30 days prior to the annual meeting. The Academy will then prepare and send to the membership a ballot with all nominees for a vote. The candidates receiving the highest number of votes shall be declared the winners.

Section 5 - Regular Meetings. The Board of Directors shall meet no less than twice each year. Notice of all meetings of the Board of Directors shall be sent by mail to each member of the Board at his or her last recorded address at least ten (10) days in advance of such meetings. Board meetings may be conducted by telephone conference call or other electronic medium. A majority of the Board of Directors shall constitute a quorum at any meeting of the Board.

Section 6 - Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any of the directors. The person or persons authorized to call such special meetings of the Board may fix any place, either within or without the State of Washington, as the place for holding any special meeting of the Board called by them.

Section 7 - Notice. Notice of any special meeting of the Board of Directors shall be given at least ten (10) days prior thereto by telephone notice or written notice delivered personally or sent by mail to each director at his/her address as shown by the records of the Academy.

Section 8- Manner of Acting. 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 of Directors.

Section 9 - Vacancies. Any vacancies, which occur on the Board of Directors for any reason, other than recall, shall be filled for the remainder of the respective term by majority vote of the remaining directors. A director elected to fill a vacancy shall serve the remainder of the vacant director's term. Any directorship to be filled by reason of an increase in the number of directors shall be filled by elections at an annual meeting or at a special meeting of the members called for that purpose.

Section 10- Compensation. Directors as such shall not receive any stated salaries for their services, but by resolution of the Board of Directors expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board.

Section 11- Removal. Any director shall be removed from office if he/she is no long a member of the Academy. The Board of Directors may also remove any director who misses two (2) consecutive Board Meetings.

Section 13 - Resignation. Any director may resign at any time by giving written notice to the President or to the Board of Directors. Such resignation shall take effect at the time specified therein, or if no time is specified, at the time of acceptance thereof as determined by the President or the Board.

ARTICLE VII

OFFICERS AND DUTIES

Section 1 – Officers. Officers of the Academy shall include the President, Past-President, President-Elect, and the Secretary Treasurer.

Section 1 – President Duties. The President shall in general supervise and control the business and affairs of the Academy. He/she shall preside over all meetings of the Academy members and of the Board of Directors. In the event of the absence of the President from any meeting, the President may designate a director to preside in his/her stead. If the President is absent and has not so designated an acting chairman, this position will be assumed by the Immediate Past President and then Secretary-Treasurer, in such order.

Section 2 – President Elect Duties. The President Elect shall perform the duties of the President, in the absence of the President or in the event of his/her inability to act. And when so acting shall have all the powers of and be subject to all the restrictions upon the President. The Past President shall perform such other duties as from time to time may be assigned to him/her by the President or Board of Directors. The President-Elect shall succeed to the office of President at the expiration of the President's term.

Section 3 - Secretary-Treasurer Duties. The Secretary-Treasurer shall cause to be kept adequate and proper accounts of the properties, funds and records of the Academy. The Secretary-Treasurer shall deposit or cause to be deposited all moneys and other valuables in the name and to the credit of the Academy with such depositories as may be designated by the Board of Directors. The Secretary-Treasurer shall disburse the funds of the Academy as may be ordered by the Board of Directors; shall render to the Board of Directors, whenever it may request it, an account of all his/her transactions as treasurer, and of the financial condition of the Academy.

Section 4 - Removal. Any officer elected or appointed by the Board of Directors may be removed by a three-quarters vote of the Board of Directors whenever in its judgment the best interests of the Academy would be served.

Section 5 - Vacancies. Any vacancies which occur in any officership of the Academy for any reason, other than recall, shall be filled by the appointment of a member of the Academy by a majority vote of the Board of Directors for the unexpired portion of the term.

ARTICLE VIII

APPROVAL OF BYLAWS AND AMENDMENTS

Section 2 - These bylaws may be altered, amended or repealed and new bylaws may be adopted by a majority vote of the membership present at the annual meeting of the Academy, provided that the proposed revision, amendment or repeal of these bylaws or the new bylaws, is mailed to the membership thirty (30) days prior to such meeting.

ARTICLE IX

CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 1 - Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the Academy, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Academy. Such authority may be general or confined to specific instances.

Section 2 - Checks and Drafts. All checks, drafts or orders for payment of money, notes or other evidences of indebtedness issued in the name of the Academy shall be signed by such officer or officers, agent or agents of the Academy and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Secretary-Treasurer and countersigned by the President of the Academy.

Section 3 - Deposits. All funds of the Academy shall be deposited from time to time to the credit of the Academy in such bank, trust companies or other depositories as the Board of Directors may select.

Section 4 - Gifts. The Board of Directors may accept on behalf of the Academy any contribution, gift, bequest or devise for the general purpose or for any special purpose of the Academy..

ARTICLE X

ADOPTION OF BYLAWS

The Academy adopted the original and latest version of its bylaws on August 24, 1983.

This proposed Bylaws revision was adopted by the Academy Board of Director on

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Adoption by the general membership is pending the next annual meeting, tentative schedule for February 2008.