

Summary of Proposed SENTAC bylaws changes

GENERAL

1. Update incorporates all amendments to the bylaws approved as of 2007 into the document.
2. Update renames all major sections of the bylaws as “Articles.”

ARTICLE I- NAME AND OFFICES

1. Update establishes the terms “Corporation” and “Society” as interchangeable in the document.

ARTICLE II- PURPOSES OF THE SOCIETY

1. Update creates this new article, split out from Article III to better define our Society’s mission.
2. Update retains all of the items originally listed, but combines some to shorten this Article.

ARTICLE III- MEMBERS

1. Update maintains definition of a quorum at 20%, but makes it less ambiguous.
2. Update establishes that business meeting in open only to members in good standing.
3. Update establishes that a Scientific Session is a component of the Annual Meeting.
4. In the 2007 version, the terms “Fellow” and “Fellowship” are used interchangeably. In order to avoid confusion and inaccuracy, only the term “Fellow” appears in the current version.
5. In the 2007 version, the Credentials Committee was eliminated, yet there were remaining references to the Committee still in the bylaws. In the current version, reflecting the process we have used for the past decade, the responsibility of reviewing credentials resides with the Secretary. Candidates meeting the requirements for membership are presented first to the Board of Directors and then to the membership for approval.
6. Update suggests that candidates have a professional practice or research interest primarily in disorders of the head and neck in children.

ARTICLE IV- DIRECTORS

1. Update adds review of committee reports and approval of new member applications to roles of the Board.

2. Update reflects a bylaws change approved two years ago that changes the composition of the Board of Directors to include 9 members-at-large.
3. Update establishes at least annual meeting of the Board of Directors, as well as who may attend and who may vote at these meetings.
4. Update changes subsection on "COMMITTEES" from a subsection under "DIRECTORS" to a separate Article VI.
5. Update eliminates the "Executive Committee," a subgroup of the Board elected to facilitate rapid administrative action when necessary. It was felt that in the era of electronic mail and texts, such action can be taken promptly by the Board in its entirety.
6. Update changes process for removal of a Director to a two-thirds vote of the Board or the membership.
7. Update allows for e-mail notification of Board meetings by Secretary *or President*.
8. Update changes a clause in the 2007 version that states, "Directors shall not receive any fixed compensation for their services as directors, but by resolution of a majority of the entire Board, expenses of attendance may be allowed for attendance at each meeting." The review committee felt there was too much potential for abuse as the clause was originally worded. The clause now reads, "Directors shall not receive any fixed compensation for their services as Directors, but, by resolution of a majority of the entire Board, *financial assistance for a Director's attendance expenses may occasionally be provided by the Society.*"

ARTICLE V- OFFICERS

1. Update adds Web Manager as an officer. He/she will be elected by the membership to a two-year term. He/she may attend the annual Board meeting, but will not have voting privileges.
2. Update changes a 2007 clause stating, "All officers shall be elected by the members instead of by the Board of Directors, and shall hold office until the end of the next annual meeting of members, or shall hold office for such term as may be prescribed by the Bylaws of the corporation or by the members," to "All officers shall be elected by the members *and shall hold office for a term established by the Bylaws of the Corporation. They shall continue to hold office until the end of the annual meeting at which their term is concluding.*"
3. Update adds a clause to the Secretary's duties to reflect the current responsibility for review of credentials.
4. Update changes process for removal of an Officer to a two-thirds vote of the Board or the membership.
5. Update rewords a clause on "Compensation of Officers" to mirror the similar clause on "Compensation of Directors."

ARTICLE VI- COMMITTEES

1. Update creates Article VI specifically for Committees.
2. Update changes the longevity of ad hoc committees from one to two years, after which a bylaws change is required to make it a standing committee. The proposed change allows more time for an ad hoc committee to complete its work or demonstrate its relevance.
3. Update suggests renaming the “Committee to Appoint Standing Committees” back to the “Committee on Committees” for simplification.
4. Update adds clauses to clarify the role of the Committee on Committees in appointments to the Program Committee, and to establish a date by which appointments must be made
5. Update more firmly establishes the composition of the Program Committee. The Committee shall be comprised of the Chair plus 9 additional members. Five of these members are appointed by the Program Chair, to include individuals who may be able to assist with local arrangements. The remaining 4 members would be appointed by the Committee on Committees serving staggered terms of two years. This provide the Committee with institutional memory regarding the programs of the prior two years.
6. Update renames the “Liaison Committee” the “Outreach Committee.” This reflects expanded duties, including dissemination of information regarding recent research, consensus opinion, and state-of-the-art interventions in disorders of the ears, nose, throat, and head and neck in children, as well as collaboration with other organizations with consonant interests. It also establishes the makeup of the Committee via appointments made by the Committee on Committees.

ARTICLE VII- MISCELLANEOUS PROVISIONS

1. Update changes the order of the subsections on “Delinquency” and “Dues,” since one cannot be delinquent until the rules for dues are established.
2. Update establishes the dues payment period as April through September.
3. The “Delinquency” subsection changes the rules to allow an individual whose membership has lapsed and owes dues for three years or fewer to be reinstated, but only upon payment of the current year’s dues and the delinquent years’ dues. Individuals who owe dues for four or more years must reapply for membership. The “year” refers to the dues year ending at the annual meeting. Those who have not paid dues prior to the meeting will not have voting privileges.