

**BYLAWS OF THE SOCIETY FOR EAR, NOSE,
AND THROAT ADVANCES IN CHILDREN, INC.
With Proposed Amendments 2017**

ARTICLE I. NAME AND OFFICES

- A. Name
This Corporation shall be known as the Society for Ear, Nose, and Throat Advances in Children, Inc. (“SENTAC”) and hereafter shall be referred to either as the “Corporation” or the “Society.”
- B. Office
The office of the Corporation is to be located at 1300 Morris Park Avenue, in the County of Bronx, City and State of New York.
- C. Additional Offices
The Corporation may, also, have offices at such other places within or without the State of New York as the Board of Directors may from time to time appoint or the business of the Corporation may require.

ARTICLE II. PURPOSES OF THE SOCIETY

- A. To assess and advance the science and practice of medicine, surgery and habilitation related to diseases and disorders of the ear, nose, and throat, in infants and children.
- B. To encourage the interchange of ideas among professionals engaged in clinical management and research of these disorders, including those in the fields of audiology, speech pathology, otorhinolaryngology, pediatrics, dentistry, and other related disciplines, by sponsoring and conducting meetings, lectures, and symposia.
- C. To coordinate cooperative research within and among the fields of audiology, speech pathology, otorhinolaryngology, pediatrics, dentistry, and other disciplines, and to aid in preventing and combating otorhinolaryngologic diseases and disorders of infants and children.
- D. To provide media for the foregoing, and to do any other acts or things incidental or connected with or in advancement thereof, both as a separate organization and in cooperation with other tax exempt national, state and local organizations, and other medical and paramedical groups, hospitals, nursing homes and individuals, but not for the pecuniary profit or financial gain of its members, directors, officers or any individuals, except as permitted under Article 5 of the Not-for-Profit Corporation Law.
- E. To maintain continuing liaison with, and provide informational services to, both the public and appropriate agencies and organizations that have a role in healthcare planning and policy-making, so as to keep them informed of significant events, research findings, or other developments that will materially affect these activities.
- F. To promote training in the fields encompassed by the Society.

- G. To solicit, collect, receive, hold, invest, reinvest, distribute and disburse donations, subscriptions, gifts, bequests, and other funds for the purposes of this Society.
- H. This Corporation is organized exclusively for charitable and scientific purposes, including but not limited to receiving contributions and paying them over to an organization described in Section 501 (c) (3) of the Internal Revenue Code as now in effect or hereafter amended. Nothing herein contained shall be deemed to authorize the Corporation to establish or maintain in the State of New York any institution or agency or have a purpose mentioned in Section 404 (b) through (p) of the Not-for-Profit Corporation Law. The Corporation shall not furnish or perform any medical or health and services directly to any person or engage in any of the activities mentioned in Section 757 of the Executive Law, or to participate in or intervene in any political campaign on behalf of any candidate or public office, or carry on any other activity not permitted to be carried on by a Corporation exempt from taxation under Section 501 (c) (3) of the Internal Revenue Code as now in effect or hereafter amended, or a Corporation contributions which are deductible under section 170 (c) (2) of the Internal Revenue Code as now in effect or hereafter amended.

ARTICLE III. MEMBERS

- A. Admission to Membership
A person may become a member of the Society after being proposed for membership by receiving a majority vote of the members present at the annual meeting of the members.
- B. Place and Time of Meeting
Meetings of members shall be held annually at a time and place designated by the Board of Directors. Members shall receive notice by mail or electronic mail (e-mail) of the time and place of each annual meeting at least 3 months prior to the meeting. The meeting shall be open only to members in good standing.
- C. Agenda of the Annual Meeting
The agenda of the annual meeting shall be furnished to the membership at the annual meeting. The meetings shall be run according to the current edition of Roberts Rules of Order.
- D. Quorum
At any meeting of the members, 20% of those members who are eligible to vote shall constitute a quorum for the transaction of any business. The members present may adjourn the meeting despite the absence of a quorum.
- E. Fixing Record Date for Determining Members Entitled to Vote at Meetings
The date of record for the purpose of determining the members entitled to vote at any meeting of members or any adjournment thereof, or to express consent to or dissent from any proposal without a meeting, or for the purpose of determining members entitled to receive any distribution or the allotment of any rights shall be the day prior to the annual business meeting.
- F. Scientific Session
The annual meeting shall include a Scientific Session that is open to all individuals who

have registered for the meeting.

G. Categories of Membership

1. Fellow

A Fellow shall be a member of the Society who shall be able to vote, to hold office and to endorse candidates.

2. Associate

An Associate shall be a member of the Society who does not meet the criteria for Fellow status, but who maintains a professional interest in matters consonant with the purposes of the Society. Associates will pay reduced dues to be determined by the Board of Directors. Associates will not be eligible to vote, hold office, or endorse candidates for membership.

3. Honorary Fellows

An Honorary Fellow shall be a non-member upon whom the Society wishes to confer special distinction. The Honorary Fellow shall be encouraged to participate in the activities of the Society, but will not be able to vote or to hold office. The Honorary Fellow may, however, endorse candidates for membership pending review by the Secretary.

H. Requirements for Membership

1. Fellow and Associate membership

a. Any individual who maintains a professional interest consonant with the Purposes of the Society as described in Article II, Section A-H shall be eligible for Fellow or Associate membership. Candidates should have a professional practice or research interest devoted primarily to disorders of the head and neck in children.

b. All applications for membership must be received by the Secretary at least 3 months prior to the annual meeting.

c. Applicants for **Fellow** membership must hold certification or licensure in their discipline. If the applicant's field of professional endeavor does not have a certification procedure, the Secretary will review the applicant's professional qualifications to determine if the applicant is appropriate for Fellow status. If the credentials do not meet the criteria for Fellow status, the application will be assigned to **Associate** status. Students, residents, and others in training, or professionals who do not yet hold certification in their field of study will be encouraged to apply for Associate status rather than Fellow status.

d. Applicants must be endorsed by two Fellows of the Society. Such endorsement is indicative that the applicant does in fact maintain a professional interest consonant with the purposes of the Society. If the applicant does not know two Fellows who can provide endorsement, endorsement can be provided by two or more non-members who will be contacted by the Secretary for further information regarding the applicant's professional activities. If the applicant knows only one Society fellow, then endorsement from one additional non-member will be required. If the applicant so desires, a list of Society Fellows will be made available for the purpose of determining if there are any members known to the applicant who might provide endorsement.

2. Honorary Fellow

A member of the Society may petition the Secretary to recommend a non-member of renown for membership as an Honorary Fellow. The Secretary shall review the qualifications of the candidate and report the findings of said review at the next annual meeting of the Board of Directors. Endorsement of the candidate for Honorary Fellow membership shall be required by the Board in the form of a majority affirmative vote of all Board members present in order for the candidate to be presented to the membership for election to the Society.

I. Election Procedure

The membership recommendations of the Secretary shall be reviewed and voted upon by the Board of Directors at the annual meeting. The names of those candidates approved by a majority of the Board shall then be presented to the membership of the Society at the annual meeting for final approval. A majority affirmative vote of all voting members present shall constitute an election to membership.

J. Membership Certification

Members shall receive appropriate certification of membership in accordance with Section 601 of the Not-for-Profit Corporation Law of the State of New York.

ARTICLE IV. BOARD OF DIRECTORS

A. Role in Management of the Society

The general management of the affairs of the Society shall be vested in a Board of Directors. The Board of Directors shall:

1. Have control of the property of the Society and shall fix its policies.
2. Have power to employ necessary staff and other help, authorize expenditures, and take all necessary and proper steps to carry out the purposes of this Society and to promote its best interest.
3. Review reports prepared by each Committee Chair, either in writing, in person or both, and vote upon all pertinent action items,
4. Approve all applications for membership prior to a vote of the membership at the annual meeting.

B. Number of Directors

The Board of Directors shall consist of fourteen Directors, including the President, President-elect, Secretary, Treasurer, Immediate past-president, and nine members at-large.

C. Election and Term of Office

The nine at-large Directors shall hold office for a term of three years. Three of these directors shall be elected annually. Terms of the remaining Directors are specified in Article V. "Officers."

D. Meetings of the Board of Directors

The Directors 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. All Officers and 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.

E. Vacancies Among Directors

In the event of the death, resignation, removal, or retirement of a Director or Directors, or if for any other reason there is a vacancy among directors, the Board of Directors shall immediately fill the vacancy or vacancies so created, by the election of a Director or Directors to hold office until the next annual meeting of the Corporation at which the election of Directors is in the regular order of business and until his or their successor or successors have been elected and qualify.

F. Removal of Directors by Board

An action to remove a Director may be instituted by any Director, or by ten percent of the members with voting rights. The action must be addressed to the Board of Directors via the Secretary. A Director may be removed by a two-thirds vote of the Directors at any regular or special meeting, provided there is a quorum of not less than two-thirds of the Board present at such meeting. If the action fails approval by the Board, the presenting party will be notified and given an opportunity to bring the action to the membership. Removal shall then require a majority vote of the Society members present at any duly called annual or special meeting at which a quorum is present.

G. Requirements of Notice of Meeting of the Board of Directors

Written or e-mail notice of all meetings of the Board Directors, whether regular or special meetings, shall be sent by the Secretary or the President to the last recorded address of each Director at least ten days before the day appointed for the meeting. All notices of meetings shall set forth the place, the date, the time and the purpose of the meeting. The Historian shall be entitled to attend the meetings, but shall not be entitled to vote.

H. Compensation of Directors

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. Nothing herein contained shall be construed to preclude any Director from serving the Corporation in any other capacity as an agent or otherwise, and receiving compensation therefore, as authorized by the Board of Directors.

I. Discipline

Written charges of misconduct, submitted to the Board by a member in good standing, shall be referred to an ad hoc Ethics Committee appointed by the President, for investigation and recommendation. If such charges of misconduct are admitted or proven, the Board of Directors shall have power to reprimand, suspend or expel a member. These actions shall require a vote by three fourths of the entire Board.

ARTICLE V. OFFICERS

A. Election by Members

The officers of this Society shall consist of a President, President-elect, Secretary, Treasurer, Historian, and Web Manager. All officers shall be elected by the members and shall hold office for a term established by the Bylaws of the Society. They shall continue to hold office until the end of the annual meeting at which their term is concluding. All nominations for office shall be made in open convention, either from a slate proposed by the Board and/or from the floor.

B. Powers and Duties

1. The President and President-elect shall serve for a term of one year with the President-elect assuming the office of President for the year immediately following completion of the term as President-elect. The Secretary and Treasurer shall serve terms of three years and shall be elected one year prior to taking office. The Historian shall serve for a term of five years. Only the Secretary, Treasurer, and Historian may succeed themselves in office but each may be elected for no more than two consecutive terms.
2. The President shall preside at all meetings of the Board of Directors and of the members. He/she shall sign all documents in the name of the Society, when authorized to do so by the Board of Directors. He/she, together with such other officials as may be appointed by resolution of the Board of Directors for that purpose, shall have authority to sign checks. He/she shall perform all other duties incidental to his/her office.
3. The President-elect shall, in the absence or disability of the President, perform the duties of that office.
4. The Treasurer shall have the care and custody of all the funds and securities of the Society and of all deeds, insurance policies and other valuable documents relating to its property, and shall deposit the same in the name of the Society in such depositories as may be designated by the Board of Directors. He/she shall report to the President on a semi-annual basis the financial status of the Society and he/she shall make no investments of moneys without the express approval of the Board, and shall disburse no funds in excess of one thousand dollars (\$1,000.00), except upon order of the President or other duly authorized official. The Treasurer shall submit an audited annual financial report at the annual meeting of the Board of Directors. Together with such other officials as may be appointed by resolution of the Board of Directors for that purpose, he/she shall have authority to sign checks, drafts and notes for the payment of money but shall deliver the same only with the approval of the Board or of a duly authorized official. At the annual meeting, he/she shall render to the Board a full statement of the financial affairs of the Society.
5. The Secretary shall keep a record of all meetings of the members and of the Board of Directors, and shall attend to the mailing, e-mailing, posting and publication of all notices of such meetings and of nominations of candidates for election. In the absence of any contrary direction, he/she shall conduct all correspondence on behalf of the Board of Directors. He/she shall review the credentials of all new applicants for membership, and make recommendations to the Board of Directors and the membership regarding their election. He/she shall be responsible for matters pertaining to registration for annual meetings and shall assure that members are properly notified of meetings and other business. He/she shall have charge of the seal of the Society, and of such books, records, and other papers as the Board of Directors may direct.
6. The Historian shall keep an accurate history of the Society's activities. He/she may attend the meetings of the officers as well as of the Board of Directors, and shall make an accurate report of the Society's proceedings of the preceding year at each annual meeting. He/she shall be elected for a term of five years, and may succeed himself/herself in office. The Historian may attend meetings of the

Board of Directors but is not a voting member of the Board.

7. The Web Manager shall be responsible for updating content of the Society's website, including relevant news of the organization, annual meeting information, important links, and other material of interest to the membership. He/she shall also provide oversight for online dues payment, and for registration and hotel reservations for the annual meeting. He/she shall serve as the liaison to the Webmaster employed by the Society to execute the suggested content changes. He/she shall be elected for a term of two years. The Web Manager may attend meetings of the Board of Directors but is not a voting member of the Board.

C. Removal of Officers

An action to remove an Officer may be instituted by any Director, or by ten percent of the members with voting rights. The action must be addressed to the Board of Directors via the Secretary. An Officer may be removed by a two-thirds vote of the Directors at any regular or special meeting, provided there is a quorum of not less than two-thirds of the Board present at such meeting. If the action fails approval by the Board, the presenting party will be notified and given an opportunity to bring the action to the membership. Removal shall then require a majority vote of the Society members present at any duly called annual or special meeting at which a quorum is present.

D. Compensation of Officers

Officers shall not receive any fixed compensation for their services as Officers; however, by resolution of a majority of the entire Board, reasonable expenses, including traveling expenses, may be payable to any Officer incurring such expenses in the performance of his official duties on behalf of the Corporation.

E. Vacancies in Office

In the event of a vacancy caused by the death, resignation or removal of an elected officer, the Board shall fill the vacancy at its next meeting, stated or special. The person so chosen shall hold office until the next annual meeting of the Corporation.

ARTICLE VI. COMMITTEES

A. Ad Hoc Committees

The President, or the Board of Directors by resolution adopted by a majority of the entire Board, may create such special committees as may be deemed desirable, the members of which shall be appointed by the President of the Board. Such committees shall have only the lawful powers specifically delegated to them by the Board. The continuance of an ad hoc committee after two years requires a by-laws change to establish it as a standing committee.

B. Committee on Committees

At each annual meeting the membership shall elect a Committee on Committees, three members chosen by a majority vote of the Fellows present. None of the members of the Committee shall be members of the Board of Directors or officers of the Corporation. The Committee on Committees shall select from the membership the members of all standing committees, with the exception of the Program Committee which shall be comprised as described in Article VI, Section C. Members of the Committee on Committees serve for a term of one year. The Committee shall

complete its appointments by the following January 1.

C. Program Committee

The Program Committee shall be responsible for all aspects of the annual meeting, including the scientific program format; review and selection of submitted abstracts; invitation of special speakers; arranging pre-meeting cocktail hour, meeting breaks, and banquet; and conducting other necessary business to ensure a successful and informative scientific program. The Program Committee shall be chaired by the Immediate past-president. The Committee shall be comprised of nine additional members. Five of these members shall be appointed by the Program Chair. The remaining four members shall be appointed by the Committee on Committees and shall serve terms of two years, with two new members appointed each year.

D. Outreach Committee

The Outreach Committee shall be responsible for the 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. The Committee will also seek opportunities for collaboration with other organizations with consonant interests. The Committee shall be composed of three members and a Chair appointed by the Committee on Committees.

E. Development Committee

The Development Committee shall be responsible for:

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 to create supporting materials for an annual fund-raising appeal to the membership, and
3. Assessing the need for additional fund-raising events and capital campaigns.

The Committee shall be composed of three members, each serving a three-year term, including one year as Chair in the third year. One new appointment shall be made each year by the Committee on Committees with confirmation by the Chair of the Development Committee and the President.

F. Ex-Officio Committee Members

The President, President-elect, Secretary, and Treasurer are ex-officio members of all standing committees other than the Committee on Committees. The President and President-elect shall have voting privileges on such committees.

ARTICLE VII. MISCELLANEOUS PROVISIONS

A. Fiscal Year

The fiscal year of the Corporation shall be the calendar year.

B. Distributions

Any property interest in the Corporation shall belong solely to the Corporation as a corporate entity and no members shall have any individual interest or share therein.

C. Subventions

The Corporation is hereby authorized by resolution of the Board of Directors to accept subventions from members or non-members on terms and conditions not inconsistent with the Not-for-Profit Corporation Law of the State of New York, and

to issue certificates therefore. Such subventions shall consist of money or other property, tangible or intangible, actually received by the Corporation or expended for its benefit or for its formation or reorganization, or a combination thereof, and shall be evidenced by the issuance of subvention certificates in accordance with the provisions of Section 505 of the Not-for-Profit Corporation Law.

D. Books and Records

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, a list of the names and business or home addresses of the current Directors and Officers, and appropriate financial statements of all income and expenses.

Books and records may be inspected by any member or his/her duly authorized representative, upon written notice, registered mail, return receipt requested, to the Corporation at the office where said books and records are deposited. Such inspections may be done during regular business hours.

E. Annual Statement

The Board of Directors shall publish and submit to the members at the annual meeting of the members a statement of the physical and financial condition of the Corporation, including a consolidated balance sheet showing the assets and liabilities of the Corporation and a profit and loss statement covering the preceding fiscal year, and certified by independent public accountants.

F. Distribution on Dissolution

The Corporation shall adopt a plan of distribution of assets submitted by a majority of the Board of directors, subject to the members at a meeting, authorization of said plan by two thirds of the votes cast thereat. The affirmative votes shall be at least equal to a quorum and subject to the restrictions, if any, of Section 501 (c) of the Internal Revenue Code and order of the Justice of the Supreme Court of the State of New York. If a majority of the Board of Directors is unable to reach a decision as to an appropriate distribution of the assets, the Board of Directors shall file a petition for judicial distribution under order of the court of the State of New York.

G. Amendments or Repeals of Bylaws

Proposed amendments or repeals of the Bylaws shall be presented in writing to the Board of Directors and shall have been signed by at least two fellows. The Board of Directors will then give written notice of the proposed amendment or repeal to all fellows at least 45 days prior to the next annual meeting. Approval of the amendment or repeal of the Bylaws will require the affirmative vote of at least two thirds of those present and voting at the annual meeting or 1/3 of active membership by electronic means.

H. Dues

The amount of the Society's dues shall be determined annually by the Board of Directors. Dues payment shall be made between April 1 and September 30 of the dues year in accordance with instructions on the Society website and in communications via e-mail. All Fellows and Associates shall pay dues, except that members having reached the age of 65 years may request a dues waiver for the duration of their membership in the Society without loss of membership rights. Dues shall not be assessed to Honorary

Fellows.

I. Delinquency

Unless excused by the Board of Directors, a member delinquent in dues for one year shall be dropped from membership. Notification of nonpayment shall be sent to the last known address two months before the end of the dues year (which ends at the annual meeting) for which they are delinquent. Membership will lapse with no further notice if payment is not received by the end of the dues year. Individuals who have not paid dues by the annual meeting shall not be permitted to vote at the meeting. An individual whose membership has lapsed and owes dues for three years or fewer shall be reinstated on 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.

J. Notices of the Society.

All notices of the Society may be delivered to members by e-mail.