

BYLAWS OF THE NORTH AMERICAN SKULL BASE SOCIETY

ARTICLE I. ORGANIZATION

- 1.1.0 *Name.* The name of this organization shall be The North American Skull Base Society, Inc.
1.2.0 *Corporate Seal.* The seal of the Society shall be as shown below:



ARTICLE II. PURPOSES

- 2.1.0 *Purposes.* The purposes of the Society shall be to:
- Advance the frontiers in patient care, education and research.
 - Disseminate information about the anatomy, physiology and clinical management of diseases involving the skull base.
 - Promote education and research relating to diseases of the skull base.
 - Promote mutual fellowship and cooperation among various scientific disciplines and organizations.
 - Support, coordinate, and enhance efforts to generate scientific information useful to specialists in the care of diseases of the skull base.

ARTICLE III. MEMBERSHIP

- 3.1.0 *Composition.* Members of the Society shall be the founding members and such other persons who shall become members in accordance with the article.
- 3.1.1 *Classifications.* Members shall be classified as:
- Active
 - Senior
 - Inactive
 - Honorary
 - Affiliate
 - Candidate
 - International
- 3.2.0 *Qualifications and Privileges*
- Active Member
 - Shall have earned a doctorate degree (MD, PhD, or the equivalent).
 - Shall have been certified by a member board of the American Board of Medical Specialties (or its equivalent) with evidence of active membership in regional and national specialty societies.
 - Shall have been engaged in practice for three or more years with special clinical experience and proficiency in a field related to skull base surgery.
 - Shall have maintained the highest ethical and moral standards.
 - Shall have been proposed by two voting members of the Society.
 - Shall have the right to attend business meetings, vote, hold office, and propose candidates for membership.
 - Shall pay full dues.
 - Senior Member
 - Shall have been an active member and have reached the age of 65 years.
 - Shall have the right to remain an active member or choose senior status.
 - Shall have the right to attend business meetings, vote and propose candidates for membership but may not hold office. An active member who becomes 65 years of age during a term of office shall continue to serve in that capacity until completion of his or her term of office.
 - Shall pay no dues.
 - Inactive Member
 - Shall have been an active member.
 - Must request inactive member status and be granted that status by approval through a majority vote by the Board of Directors.
 - An active member shall become an inactive member for failure to comply with attendance or dues requirements through a majority vote by the Board of Directors.
 - Shall not have the right to attend business meetings, hold office, vote or propose candidates for membership.
 - Shall have the right to be reinstated to active member status when the requirements of active member status are met with approval by a majority of the Board of Directors.

- vi. Shall pay no dues.
 - d. Honorary Member
 - i. Shall be that individual who has obtained distinction in a scientific field related to the skull base.
 - ii. Shall be recommended by two voting members and approved by a majority of the Board of Directors.
 - Endorsement shall occur with an affirmative vote by a majority of voting members who are present at a scheduled business meeting of the Society.
 - iii. Shall have the right to attend scientific sessions.
 - iv. Shall not have the right to vote, propose candidates for membership, or hold office.
 - v. Shall pay no dues.
 - e. Affiliate Member
 - i. Shall have obtained an academic degree other than a doctorate degree (MD, PhD or equivalent).
 - ii. Shall possess a special interest, experience or proficiency in research, testing or treatment in areas related to the skull base.
 - iii. Shall be proposed by two voting members *or* by one voting member and one affiliate member, and endorsed by an affirmative vote by a majority of the voting members present at any scheduled business meeting of the Society.
 - iv. Shall have the right to attend scientific sessions and endorse candidates for affiliate membership.
 - v. Shall not have the right to vote, hold office, or propose candidates for membership.
 - vi. Shall pay full dues.

Nurse members (RN, LPN) and Physicians Assistant (PA) shall be included in this membership type.
 - f. Candidate Member
 - i. Shall be a participant of good standing in any board-approved residency/fellowship program as documented by a statement from the program director of the training program *or* board-eligible or certified by a member board of the American Board of Medical Specialties (or the equivalent), with evidence of active membership in regional and national specialty societies, but with less than three years of practice.
 - ii. Shall have demonstrated a special interest and evolving experience in scientific endeavors related to the skull base.
 - iii. Shall be recommended by two voting members following submission of his or her application
 - iv. Shall undergo a review for election to active membership three years following approval of his or her candidate membership.
 - v. Shall have the right to attend scientific sessions.
 - vi. Shall pay no dues if a resident/fellow in a training program. Candidate members who have completed their residency and/or fellowship shall pay full dues.
 - g. International Member
 - i. Shall possess a doctorate degree (MD, PhD or equivalent).
 - ii. Shall have satisfied standards in the individual's native country, which establish him or her as a fully qualified individual in his or her specialty of interest.
 - iii. Shall have engaged in practice for three or more years with special clinical experience and proficiency in a field related to skull base surgery and maintained the highest ethical and moral standards.
 - iv. Shall have been proposed by two voting members of the Society, approved by the Board of Directors and endorsed by a majority of voting members who are present at any scheduled business meeting of the Society.
 - v. Shall have the right to attend business meetings, but shall not have the right to vote, hold office and propose candidates for membership.
 - vi. Shall pay full dues.
- 3.3.0 *Nomination and Election of Active and Affiliate Members.*
- a. The Secretary shall forward the documents of application to the chair of the Membership and Credentials Committee. That committee shall thoroughly review the applicant's qualifications and present its recommendations to the Board of Directors. The Board shall have the sole right to approve the applicant's qualifications and nominate the applicant for membership. Less than a simple majority affirmative vote by the Board shall disqualify the applicant for membership at that time.
 - b. The names of candidates who are nominated by the Board shall be announced in writing to all voting members at least one (1) month prior to the next scheduled business meeting.
 - c. Voting shall be by a majority vote during the Business Meeting of the society. The New Member Applicants will be presented to the Board of Directors for initial approval at the Board Meeting prior to the Business Meeting and then to the membership, at the Business meeting, for any further discussion, voting and induction into the society.
- 3.4.0 *Severance of Membership.* Membership in the Society may be revoked or terminated for unethical, immoral, or dishonorable conduct or loss of license, diploma or board certification. Each case shall be considered by the Board of Directors prior to revocation of membership. The member involved shall be given an opportunity for a hearing before the Board. At the conclusion of the hearing, the decision of the Board shall be final.

3.5.0 *Suspension of Membership.* The following shall constitute grounds for suspension of membership:

- a. Absence from three consecutive annual meetings unless the member has provided the Secretary with a satisfactory written explanation.
- b. Nonpayment of required dues after two years. Dues statements shall be mailed annually with the third and final statement sent by certified mail. The final statement will include information to the effect that if payment is not received within 30 days, membership in the Society will be automatically changed to inactive member status.
- c. Suspension may be reversed by action of the Board of Directors.

ARTICLE IV. OFFICIALS

4.1.0 *Officers.* The officers of the Society shall be the President, President-Elect, Past President, Vice President, Secretary, Treasurer and Scientific Program Chair. They shall perform the usual duties attendant to their respective offices as outlined in the rules and regulations. All officers shall serve until their successors have been elected and installed in office. The President will serve a term of one year. The office of the President shall alternate between Otolaryngology and Neurosurgery with a representative from the category of "Other" to be selected every fifth year. If an appropriate candidate for the office of the President cannot be identified by the Nominating Committee in the "Other" category membership, the Board of Directors may vote to approve "skipping" the fifth year for that cycle and proceeding with a new cycle of alternating Otolaryngology and Neurosurgery. The President-Elect shall automatically succeed to the Presidency. The Vice-President shall run the Board of Directors meeting in the case of the President's absence. The Vice-President shall assist in meeting site and time selection, program planning, and attend the NASBS Board of Directors Meetings. The Secretary and Treasurer shall serve for a term of three years. The Scientific Program Chair will be appointed by the President and be in charge of planning the Annual Meeting. He or she will serve a one year term. No officer shall serve more than one full term in the same office.

4.2.0 *Board of Directors.* Control of the Society shall be vested in a Board of Directors consisting of fifteen members representing a balance of the various scientific fields represented by the Society. The Board of Directors shall govern and manage the affairs of the Society in accord with the purposes and requirements of the bylaws, rules and regulations of the Society and in conformity with the laws governing its incorporation. The Board of Directors shall consist of the officers of the Society and nine Directors-at-Large.

4.3.0 *Directors-at-Large.* The Directors-at-Large shall be nominated and elected by the members of the Society at the annual business meeting. The Directors shall be comprised of an equal number of otolaryngology-head and neck surgeons and neurosurgeons and the remainder from related disciplines. Each Director shall be elected for a staggered term of three years.

4.4.0 *Advisory Board.* An advisory board, consisting of past presidents of the Society shall attend Board of Directors meeting and function as advisors to the Board. Each past president will serve on the Advisory Board for a total of five years. With the exception of the immediate past president, members of the Advisory Board shall have no voting rights at the Board of Directors meetings in their advisory capacity.

4.5.0 *Executive Director.* The Management Company will appoint an Executive Director to maintain records, take minutes, perform administrative tasks and run the society as per the bylaws and as necessary. He or she will have no voting privileges.

4.6.0 *Vacancy.* All vacancies occurring in any office, unless otherwise provided for in the bylaws, shall be filled by active members nominated by the President for the unexpired term and confirmed by a majority of the Board of Directors. Members filling such vacancies may be subsequently elected to that office. If a vacancy occurs in the office of President, the President-Elect shall succeed to the Presidency. If a vacancy occurs in the office of President-Elect, this position shall be filled by nomination. All vacancies on the Board of Directors shall be filled for a term continuing to, but not beyond the next annual business meeting. Vacancies shall be filled by an affirmative vote by a majority of the Board of Directors following nomination by the President.

4.7.0 *Meetings of the Board of Directors.* The Board of Directors of the NASBS shall convene a minimum of twice per year, once at the annual meeting of the Society and once in the fall. Seven members of the Board shall constitute a quorum. Special meetings of the Board may be called at any time by the President or through a written request by any five members of the Board. Written notice shall be forwarded to each member of the Board not less than thirty days prior to any meeting.

4.8.0 *Voting.* In case of a tie in voting of the Board of Directors, the President shall cast the deciding vote. Any action of the Board may be modified or overruled by a three-quarters vote of voting members present at a business meeting, provided that the President has been notified of the objection at least one month prior to the business meeting. The President may call for a ballot by mail.

ARTICLE V. ELECTIONS

5.1.0 *Nominations.* A report of nominations for officers shall be sent by the nominating committee to the Executive Committee not less than forty-five days before the annual business meeting. The Executive Director shall advise the membership in writing of the nominations not less than thirty days before the annual business meeting. Any five members of the Society may place in nomination the name of a candidate eligible for office by submitting their name to the Executive Director no less than thirty days before the annual business meeting. The Executive Director will advise each member in writing of such additional nominations at the annual business meeting.

5.2.0 *Voting.* Each voting member of the Society present at the annual business meeting shall have the right to vote on all proposed candidates. Nominees receiving the highest number of votes shall be declared elected. In the event of a tie the President shall cast the deciding vote.

ARTICLE VI. MEETINGS

6.1.0 *Time and Place of Annual Meeting.* An annual scientific and business meeting shall be held at a time and place to be determined by the Board of Directors. The Society shall be responsible for the scientific, social and financial aspects of the annual meeting as approved by the Board of Directors. A budget for the succeeding annual meeting must be presented to and approved by the Board when the Annual Budget is circulated for approval. The meeting location will be decided upon at least 2 years in advance and the site and time will be suggested by the President, President-Elect and the Vice President with the Board of Directors approval.

6.2.0 *Notice of Meetings.* Each member shall be informed of the time and place of the meeting by written notice at least ninety days prior to the meeting.

6.3.0 *Manner of Acting.* Roberts Rules of Order governing deliberative bodies shall prevail at all meetings of the Society unless otherwise provided by the bylaws.

6.4.0 *Order of Business.* Unless changed by a majority vote of the members present, the order of business at the annual business meeting shall be as follows:

- a. Reading or approval of the minutes of the preceding business meeting.
- b. Report of the Board of Directors.
- c. Report of the Treasurer.
- d. Report of standing committees.
- e. Election of officers, directors and members of the nominating committee.
- f. New business.
- g. Appointment of special committees by the President.

ARTICLE VII. FEES

7.1.0 *Fees and Dues.* An initiation fee and annual dues shall be established by the Board of Directors with the approval by two-thirds of members present at the first regular business meeting. All annual dues shall be payable before the regular annual meeting.

7.2.0 *Assessment or Changes.* The Board of Directors shall have the power to impose special assessments or changes in dues with the approval by two-thirds of members present at any subsequent business meeting.

ARTICLE VIII. AMENDMENTS

8.1.0 *Amendments.* The constitution and bylaws may be amended at any business meeting of the Society by a two-thirds vote of voting members present at the meeting. The President or Board of Directors may ask for a written ballot of all members. A written copy of a proposed amendment shall be filed with the Secretary at least forty-five days before the meeting and notice thereof to be sent in writing to all voting members thirty days before the next business meeting.

ARTICLE IX. REPRESENTATIVES

9.1.0 *Representatives.* The Society may maintain standing representatives, delegates or members to other organizations or committees as may be deemed advisable by the President and the Board of Directors. Each representative shall file a report of the activities of his or her organization or committee with the Secretary within thirty days after a meeting of that organization or committee. In the absence of a formal meeting of that organization or committee, an annual report will suffice; reports shall be filed at least thirty days before the annual meeting of the Society.

ARTICLE X. AUXILIARY

10.1.0 *Auxiliary.* An auxiliary composed of spouses or members of the Society may be established. Their duties may include reception of guests, arrangement of necessary social functions, assistance in registration of members and guests, and other specific duties as may be requested by the Board of Directors.

RULES AND REGULATIONS OF THE NORTH AMERICAN SKULL BASE SOCIETY

I. DUTIES OF OFFICERS

1.1.0 *President.*

- a. Shall be the chair of meetings of the Board of Directors and all scientific and business meetings of the Society.
- b. Shall appoint the chairmen of all standing committees of the Society and consult with these chairmen regarding the choice of committee members and the selection of subcommittee chairmen.
- c. Shall appoint *ad-hoc* committees as necessary and select their chairmen and members.
- d. Shall appoint liaison members to other organizations as appropriate.
- e. Shall be an *ex-officio* member of all standing committees of the Society.
- f. With the approval of the Board of Directors, shall have power to appoint *ex-officio* members of the Board.

- 1.2.0 *President-Elect*. Shall assist the President and assume his or her responsibilities at meetings in his or her absence or if he or she is unable to act.
- 1.3.0 *Vice President*. The Vice-President shall run the Board of Directors meeting in the case of the President's absence. The Vice-President shall assist in meeting site and time selection, program planning, and attend the NASBS Board of Directors Meetings
- 1.4.0 *Secretary*.
- a. Shall ensure that the minutes of the business meetings of the Society are recorded by the Society's management company and distributed to all members of the Society prior to the next annual meeting.
 - b. Shall ensure that the minutes of the Board of Directors meetings are recorded by the Society's management company and distributed to all members of the Board of Directors prior to the next Director's meeting.
 - c. Shall give all notices required by the bylaws or which the President or the Board of Directors may, from time to time, assign.
 - d. Shall keep and maintain a current copy of the Constitution and Bylaws, a roster of members by category, committee members and meeting attendance.
 - e. Shall perform other functions as indicated by the bylaws of the Society.
- 1.5.0 *Treasurer*.
- a. Along with the Society's management company, shall be custodian of all funds of the Society.
 - b. Shall be responsible for all disbursement of funds, via the Society's management company, as directed by verbal or written request by the President or the Board of Directors.
 - c. Shall be responsible for ensuring dues notices and follow up dues notices are mailed annually by the Society's management company.
 - d. Shall ensure accounts payable to the Society, including registration fees, are collected by the Society's management company.
 - e. Shall render an account of the financial status and financial transactions of the Society at the annual business meeting.
 - f. Shall open for inspection all Society financial data by the Audit and Finance Committee or any member or senior member who wishes to inspect the financial records of the Society.
- 1.6.0 *Scientific Program Chair*
- a. Shall be appointed for a one year term by the President of the Society
 - b. Shall plan the Annual Meeting
- 1.7.0 *Directors-at-Large*. Directors-at-Large shall solicit the comments from members regarding the affairs of the Society and bring these views to Board meetings and advise the Board regarding the members' views.

II. COMMITTEES

The History and Archives of the North American Skull Base Society will be managed by the Society's contracted management company.

2.1.0 *Annual Meeting Scientific Program Committee*. Shall be composed of the President (chair), President-Elect, , Immediate Past President and other members, as appointed by the President, whose term of office shall be two years with alternating and overlapping appointments, and the option for one renewal to the committee. Members will be in charge of the various components of the program at the annual meeting. The committee shall be responsible for all aspects of the program and annual meeting including the general business and scientific sessions, special discussion groups, special courses or workshops, video sessions, poster sessions, and other activities as delegated by the Board of Directors or the President.

2.2.0 *Constitution and Bylaws Committee*. Shall consist of a chair and members whose term of office shall be two years with alternating and overlapping appointments, and the option for one renewal to the committee. It will be the function of the committee to review the Constitution and Bylaws. The committee shall make recommendations for modifications of the document and advise the Board of Directors of its recommendations.

2.3.0 *Membership and Credentials Committee*. Shall review all applications for membership in the Society. Members of the committee shall be appointed by the President with the approval of the Board of Directors and consist of four members and the Secretary of the Society whose term of office shall be three years with alternating and overlapping appointments and the option for one renewal to the committee. The committee shall vote on all eligible applicants for membership. The chair shall present a list of all eligible applicants and indicate those approved by the Committee at all Board of Directors meetings. The Committee shall further keep a record of the total membership, members by category, and fluctuation in membership and report such data to the Board of Directors.

2.4.0 *Nominating Committee*. Shall consist of seven members, including the President, immediate past President, President-Elect, and four members who are not on the Board of Directors. The latter members shall be nominated and elected for two year terms with alternating and overlapping appointments, and the option for one renewal to the committee by a majority of voting members. The immediate Past President shall be Chair of the committee. The committee shall have the responsibility of selecting candidates for Officers of the Society, Directors-at-Large, and members of the Nominating Committee. The committee shall report the names of all nominees to the Executive Committee not less than thirty days before the annual meeting of the Society.

2.5.0 *Finance and Audit Committee.* Shall consist of the Treasurer the immediate Past-Treasurer, the President and the Secretary of the Society. The current Treasurer shall be the chair. The committee and the Society's management company shall advise the Board of Directors relative to long-term financial planning, as well as review the Treasurer's report and the Society's financial status. .

2.6.0 *Website and Publications Committee.* Shall consist of five members, each having revolving terms of five years. Nominations will be made by the President and appointed at the annual meeting. The Chair of the Committee will be appointed by the President. The committee, along with the Society's management company, shall meet as needed via conference call or in person to advise, manage and coordinate any publications, newsletters or web publications produced by the Society and for policies, activities and financial affairs associated with these publications. The Website and Publications Committee shall be responsible to the Board of Directors and the Chair shall report to the Board.

2.7.0 *Awards Committee.* Shall be composed of the immediate three Past-Presidents. The committee shall advise the Board of Directors of any member whose activities and services are singularly outstanding and warrant special recognition. They will also be tasked at awarding the Resident Awards to the three outstanding abstracts submitted to the Annual Meeting. The awards categories will be Best Paper by a Medical Student, Best Resident Clinical Research Paper, and Best Resident Basic Science Paper The immediate Past-President shall serve as Chair of the committee.

2.8 *Research Committee:* Shall consist of a Chair, plus other members as appointed by the President, to oversee, design, review, approve and coordinate scientific activities relative to the diagnosis and treatment of disorders of the skull base. Members shall be appointed by the Board of Directors to serve staggered three-year terms. The committee will report its activities to the Board of Directors.

2.9 *Surgical Education Committee:* Shall consist of a Chair, who is appointed by the Board of Directors, the President, President-elect, Treasurer and Secretary, plus other members as appointed by the President. The Function of the committee is to assess the educational needs of the membership through a variety of sources (surveys, evaluations, etc). The committee shall develop educational activities in response to these needs. The committee shall further communicate these educational needs and objectives to the Annual Meeting Scientific Program Committee. The committee shall ensure that Society educational activities are consistent with the needs of the membership and CME compliant. The Executive Director shall serve on this committee and be responsible for keeping appropriate educational records. Committee shall also be responsible for choosing the equipment, directors, prosectors and speakers of the skull base dissection courses put on by the Society. This includes courses for residents in training as well as any dissection course that is held in association with the annual meeting.

2.10.0 *Vendor Relations Committee.* The Vendor Relations Committee shall consist of the President, President-Elect, Vice President, Past President and two members of the Board of Directors-At-Large. The Vendor Relations Committee will work with the Management Company's fundraiser to secure financial support from industry to help support the educational mission of the Annual Scientific Meeting.

III. STANDING RULES

3.1.0 *Quorum.* Except as hereafter set forth, the majority of each committee shall constitute a quorum for that committee.

3.2.0 *Committee Secretary.* With the exception of the Board of Directors and the Publications Committee, each committee may select its own secretary.

3.3.0 *Committee Reports.* The chair of each standing committee shall make an annual report to the Board of Directors at a time designated in the protocol or upon the request of the President.

3.4.0 *Committee Expenditures.* No committee shall contract or make expenditures in excess of an amount which has been authorized by the Board of Directors.

3.5.0 *Terms of Office.* The terms of office of members of any committee, except as provided for in the bylaws, shall begin with the last day of the annual meeting in the year of their appointments and end on the last day of the annual meeting of the appropriate year.

3.6.0 *Committee Meetings.* Any standing committee shall meet at the call of its chair or any two members of the committee.

3.7.0 *Committee Voting.* Each committee member is entitled to one vote either in person or by proxy.

3.8.0 *Publications.* Publications representing the Society, official information or proceedings presented at annual meetings, and committee investigations must be approved by the Board of Directors before publication. However, a newsletter may be published after approval by the President and the Secretary of the Society.

3.9.0 *Use of the Society Logo.* The name or logo of the Society may not be used without the written approval of the Board of Directors.

3.10.0 *Founding Members.* Founding members are defined as those individuals who were present at the organizational meetings in Denver, Pittsburgh or Monterey and paid their dues within 60 days following the formation of the Society.