

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 be board certified or eligible for board certification 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 maintained the highest ethical and moral standards.
 - Shall have been proposed by one (1) voting member of the Society.
 - Shall have the right to attend business meetings, vote, hold office, and propose candidates for membership.
 - Shall pay full dues as designated by Board of Directors
 - Senior Member
 - Shall have been an active member and have reached the age of 70 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 70 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.
 - 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 one (1) voting member 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 one (1) voting member *or* one (1) 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 dues of \$125 USD annually, and offered an option to pay additional \$100 annually for journal subscription.

Nurse members (RN, LPN) and Physician Assistants (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.
 - ii. Shall have demonstrated a special interest and evolving experience in scientific endeavors related to the skull base.
 - iii. Shall be recommended by one (1) voting member following submission of his or her application
 - iv. Shall undergo a review for election to active membership a year following completion of training
 - v. Shall have the right to attend scientific sessions.
 - vi. Shall pay no 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 been proposed by one (1) voting member 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.
 - iv. Shall have the right to attend business meetings, but shall not have the right to vote, hold office and propose candidates for membership.
 - v. Shall pay dues annually not including journal subscription.
 - vii. Exceptions are subject to approval of the Board of Directors.
- 3.3.0 *Nomination and Election of Active, International, Candidate, and Affiliate Members.*
- a. The documents of applications will be forwarded 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 applicants who are nominated by the Board shall be announced in writing to all voting members prior to the next scheduled business meeting.
 - c. The New Member Applicants will be presented to the Board of Directors for initial approval (in person or by other means) and then to the membership, at the annual 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. 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.
 - b. 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, and Treasurer. 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 unless the Board of Directors votes by two-thirds approval to extend the term due to extraordinary circumstances. 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 may serve for a term up to three years. No officer shall serve more than one full term in the same office unless the Board of Directors votes by two-thirds approval to extend the term due to extraordinary circumstances.

4.2.0 *Board of Directors.* Control of the Society shall be vested in a Board of Directors 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 up to 12 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 summer. The second meeting can take place at the Summer Course but is not required to do so. 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 (45) days before the annual business meeting. Upon approval of the slate of nominations by the Executive Committee, the Executive Director will advise each member in writing of nomination. Upon approval of the Executive Committee, the membership will be presented with the slate of nominations no later than seven days prior to the annual business meeting. Additional nominations may be proposed via email to the Executive Director or from the floor, prior to voting, 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 the slate of nominations presented. In the event nominations are added from the floor, members will vote on each category instead of the slate of nominations. 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.*

- a. 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.
- b. Shall work with the *Vice President* in general oversight and management of all committees including terms of

reference, membership selection, term of appointment, renewal of membership, selection of committee Chairs, minimum and maximum number of committee members and decisions regarding whether the various committee are functional and still necessary.

- c. The Vice-President and President-Elect will select Directors-at-Large to sit on each committee to serve as liaisons to the Board.
 - d. Shall be a member of the Research Committee
 - e. Shall attend the Board of Directors Meetings
- 1.3.0 *Vice President.*
- a. Shall run the Board of Directors meeting in the case of the President's absence
 - b. Shall assist in meeting site and time selection, program planning
 - c. Shall work with the President-Elect in general oversight and management of all committees including terms of reference, membership selection, term of appointment, renewal of membership, selection of committee Chairs, minimum and maximum number of committee members and decisions regarding whether the various committee are functional and still necessary.
 - d. The Vice-President and President-Elect will select Directors-at-Large to sit on each committee to serve as liaisons to the Board.
 - e. Shall be a member of the Research Committee
 - f. Shall attend the 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.
 - f. Shall serve as the Chair of the Constitutions and Bylaws Committee.
 - g. Shall be a member of the Membership and Credential Committee and work in conjunction with the chair of this committee to ensure regular meetings are conducted throughout the year and timely minutes of those meetings are submitted to the Executive Committee.
 - h. Shall attend the Board of Directors Meetings
- 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.
 - g. Shall attend the Board of Directors Meetings
- 1.6.0 *Scientific Program Co-Chairs*
- a. Shall be appointed for a two-year term by the President of the Society
 - b. Shall plan the Annual Meeting
 - c. Should ideally be selected from different specialties
 - d. Terms should be staggered such that one Co-Chair remains for the next annual meeting and a new Co-Chair is selected annually.
- 1.7.0 *Directors-at-Large.*
- a. 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.
 - b. Shall serve on a minimum of one committee as a liaison to the Board
 - c. Shall attend the Board of Directors Meetings.

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 one year. The President Elect may appoint his or her Program Co-Chairs and Committee up to two years in advance to plan for the following year. Two Scientific Program Co-Chairs will be appointed by the President and be in charge of planning the Annual Meeting. They will serve a two year term staggered between the two Co-Chairs. 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 six members whose term of office shall be three 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 consist of a chair and an open number of members whose term of office shall be three years with alternating and overlapping appointments, and the option for one renewal to the committee. Shall review all applications for membership in the Society. The Secretary of the Society serves as a standing member. The committee shall vote on all eligible applicants for membership three times per year. The chair shall present a list of all eligible applicants and indicate those approved by the Committee at all Board of Director's meetings. Voting shall be by a majority vote of the Board of Directors (in person or by other means). After approval by the Board of Directors the list of approved applicants shall be presented to the membership, at the annual Business meeting, for any further discussion, voting and induction into the society. 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 the President, immediate past President and the 4 prior past Presidents. The immediate Past President shall be Chair of the committee. The committee shall have the responsibility of selecting candidates for Officers of the Society and Directors-at-Large. The committee shall report the names of all nominees to the Board not less than thirty days before the annual meeting of the Society.

2.5.0 *Website and Communications Committee.* Shall consist of a chair and up to ten members whose term of office shall be three years with alternating and overlapping appointments, and the option for one renewal to the committee. 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 written or electronic communications produced by the Society.

2.6.0 *Value Based Healthcare Committee:* Shall consist of a Chair and 10 members whose term of office shall be three years with alternating and overlapping appointments, and the option for one renewal to the committee. The function of the committee is to establish the best evidence-based protocol for a variety of procedures for skull base patients by evaluating both the surgical literature and non-surgical literature.

2.7.0 *Research Committee:* Shall consist of two Co-Chairs and an open number of members whose term of office shall be three years with alternating and overlapping appointments, and the option for one renewal to the committee. Shall oversee, design, review, approve and coordinate scientific activities relative to the diagnosis and treatment of disorders of the skull base. The committee will report its activities to the Board of Directors.

2.7.1 Review of all requests to send out research surveys to membership for appropriateness, readability and scientific content. The Research Committee will make recommendations to the NASBS President whether to send such surveys to the NASBS membership. This service will be free of charge for NASBS members but fees may be charged for non-members.

2.7.2 Create a subcommittee for peer-review of research applications to the NASBS for funding including judgement of scientific quality and feasibility and a process for awarding available funding. The subcommittee is to include the NASBS Vice-President, President-Elect, two Research Committee Co-Chairs and three other members of the Research Committee. One Research Committee Co-Chair will chair the subcommittee meeting.

2.8.0 *Surgical Education Committee:* Shall consist of a Chair and 10 members whose term of office shall be three (3) years with alternating and overlapping appointments, and the option for one renewal to the committee. 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 committee shall be in charge of curriculum and appointing faculty for the summer hands-on course. The Executive Director and/or appointee(s) shall serve on this committee and be responsible for keeping appropriate educational records.

2.9.0 *International Committee:* Shall consist of the President, President-Elect, Vice President, up to four active members and up to six International members. The members will serve a term of three years, renewable once. The Committee will build the participation of international skull base surgeons in the NASBS and explore collaboration with other skull base societies.

2.10.0 *History Committee:* Shall consist of a chair and six members whose term of office shall be three years with alternating and overlapping appointments, and the option for one renewal to the committee. The committee will catalog

and archive a history of the NASBS including Past-Presidents, annual meetings, important events and milestones of the society. The History Committee will write a biography of each past President and the important accomplishments during their presidency suitable for publication on the NASBS website and in the official journal.

2.11.0 *Executive Committee of the Board*. Shall consist of the President, Immediate Past-President, President-Elect, Vice President, Secretary and Treasurer. The Executive Committee will meet in person or electronically to discuss Board matters that require further information or discussion and make recommendations to the Board.

III. STANDING RULES

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

3.3.0 *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.

Last revised: February 2021