

**BYLAWS OF THE  
INTERNATIONAL SOCIETY  
FOR OTITIS MEDIA, INC.  
(adopted \_\_\_\_\_)**

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**ARTICLE 1:  
NAME**

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The name of the corporation shall be the International Society for Otitis Media, Inc. (Society).

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**ARTICLE 2:  
OFFICES**

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1. **REGISTERED OFFICE; REGISTERED AGENT.** The Society shall maintain a registered office and registered agent in the State of Wisconsin. The identity of the registered agent may be changed from time to time by notifying the Wisconsin Department of Financial Institutions pursuant to the provisions of the Wisconsin Nonstock Corporation Law (WNCL).
  2. **OTHER OFFICES.** The location of the offices of the Society shall be designated from time to time by the Board.
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**ARTICLE 3:  
OBJECTS, MEANS, FUNDS**

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1. **MISSION.** The mission of the Society as set forth in its Articles of Incorporation is to be organized and operated exclusively for charitable, educational and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (Code), including, for such purposes, to provide an international forum to advance the frontiers of research, education, and patient care as they relate to Otitis Media.
2. **ACTIVITIES.** The Society will achieve this mission by, among other activities as determined by the Board from time to time:
  - a) Disseminating information about Otitis Media;
  - b) Supporting, coordinating, and enhancing efforts to improve communication and collaboration among Society Members, related disciplines, and related societies;

- c) Facilitating Otitis Media research by creating and exchanging knowledge;
  - d) Sponsoring meetings at which those interested in Otitis Media can present new research, identify research needs, and work collaboratively to promote optimal clinical management.
3. **NON-PROFIT STATUS.** The Society is a non-profit organization exclusively performing charitable, scientific, educational, and advocacy activities regarding Otitis Media.
4. **SOURCE OF FUNDS.** The funds of the Society are obtained primarily from:
- a) the dues of its Members;
  - b) donations and bequests;
  - c) each Symposium sponsored by the Society.

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**ARTICLE 4:  
RIGHTS OF MEMBERS**

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1. **MEMBERS.** Members may belong to any discipline related to Otitis Media and will be classified as Charter, Active, Senior, Honorary, and Student (collectively, the Members).
2. **CLASSIFICATION OF MEMBERS.** The member classifications are defined as follows:
- a) Charter Member
    - i) Any non-student member who has joined the Society prior to June 30, 2015
  - b) Active Member
    - i) Shall have been proposed by two voting members of the Society.
    - ii) Shall have the right to attend business meetings, vote, hold office, and propose candidates for membership.
    - iii) Shall pay dues.
  - c) Senior Member

- i) Shall have been an active member and have reached the age of 70 years.
  - ii) Shall have the right to remain an active member or choose senior status.
  - iii) 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.
  - iv) Shall have the option of electing to pay no dues or nominal dues based on their employment status.
- d) Honorary Member
  - i) Shall be an individual with distinction in a scientific field related to Otitis Media.
  - ii) Shall be recommended by two voting members and approved by Council majority.
  - 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) Student Member
  - i) Shall be a student “in training in any discipline related to Otitis Media.
  - ii) Shall have the right to attend scientific sessions.
  - iii) Shall not have the right to vote.
  - iv) Shall pay dues as determined by the Council.
  - v) Shall be for a maximum of 4 years after which continued status as a student must be demonstrated.

3. **VOTING MEMBERS.** The Voting Members shall consist of the Charter, Active, and Senior Members. Voting Members in good standing shall be counted for purposes of determining whether a quorum of the Members is present, shall be entitled to notice of all meetings of the Members, and shall be entitled to vote at all meetings of the Members. Each Voting

Member shall have one vote upon each matter submitted to a vote at any meeting the Members and may vote either in person or by proxy.

4. **NON-VOTING MEMBERS.** The Non-Voting Members shall consist of Honorary and Student Members. Non-Voting Members may receive notice of meetings of the Members, but shall not be counted for purposes of determining whether a quorum is present and shall not be entitled to vote on any matter submitted to the Members.
5. **MEMBERSHIP ROSTER.** The Secretary shall keep a register in which the names and addresses, including electronic addresses, of all Members are recorded.
6. **NO TRANSFER OF MEMBERSHIP.** A Member may not transfer a membership or any right arising from a membership.
7. **ADMISSION OF MEMBERS.** Notwithstanding any of the foregoing or any other provision of these Bylaws, the Society shall not have any Members until Members are admitted and recognized by the initial Board.

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**ARTICLE 5:  
ANNUAL MEMBERSHIP DUES AND TERMS;  
SUSPENSION OF MEMBERSHIP**

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1. **ANNUAL DUES.** Except as set forth herein, the Members shall be obliged to pay annual dues, the amount of which shall be determined by the Board from time to time without amending these Bylaws. A membership will not be effective until payment of the appropriate annual membership dues has been received by the Society.
2. **DUES YEAR.** Each membership class shall have a -yearly term. Accordingly, the dues (subscription) year shall run on this 12-month basis.
3. **SENIOR AND HONORARY MEMBERS.** Senior and Honorary Members are not obliged to pay dues, but may elect to make voluntary contributions to the Society as a convenient way of supporting the Society.
4. **OBLIGATIONS OF MEMBERS.** The Members must acquaint themselves with these Bylaws of the Society and adhere to the standards of the Society as may be adopted by the Board from time to time.
5. **SUSPENSION OF MEMBERSHIP FOR NONPAYMENT OF DUES.** Nonpayment of dues for two (2) consecutive years will result in suspension of membership, which can be reinstated by payment of the arrears in dues. For example, if an individual does not pay dues for 2

years but in year 3 wishes to be reinstated, he may be reinstated by paying the 2 years in arrears plus the current dues for the 3rd year.

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**ARTICLE 6:  
TERMINATION OF MEMBERSHIP**

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1. **TERMINATION OF MEMBERSHIP.** Membership in the Society may be terminated by the Board:
  - a) for unethical, immoral, or dishonorable conduct, as such conduct is defined by the Board in its sole discretion. Each proposed termination shall be considered by the Board prior to termination of membership.
  - b) The membership of an individual shall terminate automatically upon the death or voluntary withdrawal of the individual.
  - c) Absence from three consecutive Symposia, unless the Member has provided the Board with a written explanation of the absences that the Board, in its sole discretion, deems satisfactory. Notwithstanding the foregoing, Senior and Honorary Members shall not be subject to termination for such absences.
  - d) Nonpayment of required dues after two (2) consecutive years. Dues statements shall be mailed by traditional or electronic mail, or both, annually. 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 terminated. Termination may be reversed by action of the Board or by payment of the arrears in dues if nonpayment was the reason for termination.
2. **POLICY ON TERMINATION.** The Board may, in its discretion, adopt a policy to supplement the provisions of this Article 6, including, but not limited to, a policy regarding the termination of a Member.
3. **NO DUES PRORATION.** If the membership ends in the course of a membership year there shall be no refund or prorating for the unused portion of the annual dues payment.

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**ARTICLE 7:  
OFFICERS**

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1. **OFFICERS.** Officers of the Society shall be the President, Treasurer, and Secretary. Only Members of the Board may serve as Officers.
  
2. **ELECTION OF OFFICERS.** Officers shall be elected by the Board at each Annual Board Meeting that is held during a Symposium. If the election of Officers shall not be held at such meeting, such election shall be held as soon thereafter as is convenient. Each Officer shall take office as set forth below and shall hold such office for the term set forth below, or until a qualified successor is elected upon expiration of the term of that Officer, or until that Officer's death, or until that Officer shall resign or shall have been removed in the manner hereinafter provided.
  
3. **PRESIDENT**
  - a) Serves a term of two (2) years as President-Elect (a non-Officer position) and two (2) years as President.
  - b) Cannot be reelected.
  - c) Is elected President-Elect by majority vote of the Board four (4) years prior to the Symposium over which they will preside.
  - d) Will transition from President-Elect to President upon conclusion of the Symposium prior to the Symposium over which they will preside.
  - e) Shall be the principal executive officer of the Society and, subject to the general control of the Board, shall supervise the day-to-day operations of the Society.
  - f) Shall be the chairman of meetings of the Members, the Board, and the Executive Committee, and of all scientific and business meetings of the Society.
  - g) Shall have authority, subject to such rules as may be prescribed by the Board, to engage employees or independent contractors of the Society as the President shall deem necessary, to prescribe their powers, duties, and compensation, and to delegate authority to them. Such employees or independent contractors shall serve at the discretion of the President.

- h) Shall appoint Members to serve as liaisons to other organizations as appropriate.
- i) In general, shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board from time to time.
- j) Shall be an ex-officio Member of all standing committees of the Society.

#### 4. TREASURER

- a) Is elected by majority vote of the Board for a two (2) year term (during which time he serves as Treasurer-Elect (a non-officer position)) and then serves a term of four (4) years as Treasurer.
- b) May be reelected for one (1) additional four year term (for a total of 8 years of service in office).
- c) Shall be the principal financial officer of the Society and shall have the oversight responsibility for all funds and securities of the Society, and for moneys due and payable to the Society from any source whatsoever, including the deposit of such moneys in the name of the Society in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of these Bylaws.
- d) Shall be responsible for all disbursement of funds as directed by verbal or written request by the President or the Board.
- e) Shall be responsible for issuing statements of dues and follow-up dues notices.
- f) Shall submit an annual balance sheet and statement of receipts and payments to the Board.
- g) Shall render an annual (coinciding with a Symposium in the years in which a Symposium is held) report of the financial status and financial transactions of the Society to the Members and the Board.
- h) Shall in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the Board.



5. SECRETARY

- a) Is elected by majority vote of the Board for a term of two (2) years as Secretary Elect (a non-officer position) and then takes office for a term of four (4) years as Secretary.
- b) May be reelected for up to one additional (4) year term, for a maximum of eight (8) years of service as Secretary.
- c) Shall be an ex-officio Member of all standing committees.
- d) Shall be responsible for (i) seeing that the minutes of the meetings of the Members, the Board, and the Executive Committee are kept in one or more books provided for that purpose; (ii) seeing that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (iii) being custodian of the corporate records and of the seal of the Society if one is authorized by the Board, in which case the Secretary shall see that the seal of the Board is affixed to all documents the execution of which on behalf of the Society under its seal is duly authorized; (d) keeping a record of the names and addresses of all Members and Directors; and (e) in general performing all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the Board.
- e) Shall organize meetings of the Members, Executive Committee, and Board, and shall be responsible for seeing that minutes of the same are kept.
- f) Shall submit the Annual Report of the Society to Members and answer correspondence.

6. REMOVAL OF OFFICER. Any Officer elected by the Board may be removed by the Board, whenever in its judgment the best interests of the Society will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election shall not of itself create contract rights.

7. VACANCY IN OFFICE. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board for the unexpired portion of the term.

8. OFFICER COMPENSATION. With exception of the Secretary, Officers shall not receive compensation for serving as officers or for providing other personal services to the Society. However, Officers may receive reimbursement for reasonable expenses incurred in connection with corporate matters, provided that such reimbursement is authorized by the Board.

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**ARTICLE 8:  
BOARD OF DIRECTORS (BOARD)**

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1. **ROLE OF THE BOARD.** The Board shall be charged with setting policy, supervising, and generally managing the affairs of the Society.
2. **DUTIES OF THE BOARD.** Specific duties of the Board include, but are not limited to:
  - a) to elect the President, Treasurer, and the Secretary;
  - b) to elect the other Members of the Executive Committee;
  - c) to propose to the Members changes in the Articles of Incorporation and Bylaws of the Society and the dissolution of the Society;
  - d) to appoint committees for specific purposes as recommended by the Executive Committee;
  - e) to give final approval for the Symposium venue, after initial review by the Secretary and the Executive Committee;
  - f) to approve the admission of members.
3. **COMPOSITION OF THE BOARD:**
  - a) The Board shall be composed of between 7 and 25 Directors, each of whom must also be a Voting Member of the Society.
  - b) Shall have broad representation by geography, for example Africa, North America, South and Central America, Eastern Asia, Western Asia, Eastern Europe, Western Europe, Middle East, and Oceania (Australia and New Zealand); provided, however, that the composition of the initial Board need not reflect this geographic diversity during the Society's organizational period.
  - c) Shall have broad representation by scientific discipline, for example, basic science (including epidemiology), hearing and speech, otolaryngology, primary care (pediatrics or family practice); provided, however, that the composition of the initial Board need not reflect this disciplinary diversity during the Society's organizational period.
  - d) Shall include at least one Student Member without vote. Such Student Member may receive notice of meetings of the Board, but

shall not be counted for purposes of a quorum and shall not be entitled to vote on any matter before the Board. Notwithstanding any of the foregoing, no Student Member is required on the initial Board.

- e) The President shall serve as Chairperson of the Board.
4. ELECTION OF DIRECTORS. Directors shall be elected by the Voting Members at each Annual Member Meeting that is held in connection with a Symposium of the Society for a renewable term of four (4) years without limit on the number of terms that may be served. Directors may be nominated by the Board, by the Nominating Committee, or by the Voting Members on due notice (not from the floor) with a minimum of 5 endorsers. All nominations must be circulated at least 30 days prior to the Annual Member Meeting at which they will be made. Criteria for selection may include seniority, contributions to the field, participation in previous meetings, and such other criteria as the Board deems appropriate from time to time.
5. MEETINGS OF THE BOARD:
- a) The annual meeting of the Board (Annual Board Meeting) for the purpose of electing the Officers of the Society and for the transaction of such other business as may come before the meeting, shall be held at such date, time, and location as shall be determined by the President or the Board; provided, however, that the Annual Board Meeting must coincide every other year with the Symposium. The Board may provide by resolution for additional regular meetings of the Board (each, a Regular Board Meeting). The resolution approving the Regular Board Meetings must specify the time and place of each Regular Board Meeting. Upon the effectiveness of any such resolution, the Regular Board Meetings provided for therein shall be held at the time and place set forth in the resolution and the resolution shall constitute notice of the Regular Board Meeting. Additional meetings of the Board, called Special Board Meetings, may be convened at the request of at least one half of the total number of the Members of the Executive Committee or at least one half of the total number of the Members of the Board.
  - b) Any or all Directors may participate in meeting of the Board by, or conduct the meeting through the use of, telephone or any other means of communication by which either: (i) all participating Directors may simultaneously hear or read each other's communications during the meeting or (ii) all communication during the meeting is immediately transmitted to each participating

Director, and each participating Director is able to immediately send messages to all other participating Directors.

- c) If a meeting will be conducted through the use of any means described in subsection (b), all participating Directors shall be informed that a meeting is taking place at which official business may be transacted. A Director participating in a meeting by any means described in subsection (b) is deemed to be present in person at the meeting.
- d) Notice of the date, time, and place of each Board meeting shall be issued to the Directors by the Secretary no later than six (6) weeks before the date of the meeting; the purpose of each such meeting must be included in the notice. Notice shall be given in one of the methods described in Article 18 hereof.
- e) Whenever any notice whatever is required to be given under the provisions of the WNCL, the Articles of Incorporation, or these Bylaws, a waiver thereof in writing, signed at any time by the person or persons entitled to such notice, shall be deemed equivalent to the giving of such notice. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends the meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.
- f) A majority of the number of Directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board, but if less than such majority is present at a meeting, a majority of the Directors present may adjourn the meeting without further notice. Except where explicitly stated otherwise in these Bylaws, any matter to be decided by the Board shall be decided by a majority of the votes cast at a meeting at which a quorum is present.
- g) The Board may act without a meeting if a consent in writing setting forth the action taken is signed by at least two-thirds of the Directors then in office. If fewer than all of the Directors sign the written consent action, then all of the Directors must receive notice of the action taken and the action will not become effective until the later of (i) the date specified in the written consent or (ii) the tenth day after the notice is given. If all of the Directors sign the written consent action, then the action will become effective when signed by all of the Directors unless a different effective date is specified in the written consent action.

6. **ASSENT PRESUMED.** A Director who is present at a meeting of the Board shall be presumed to have assented to any action taken at the meeting unless (i) the Director's dissent is recorded in the minutes of the meeting; (ii) the Director files a written dissent with the person acting as the secretary of the meeting before the adjournment of the meeting; or (iii) the Director forwards a dissent by registered mail to the Secretary of the Society immediately after the adjournment of the meeting. The right to dissent shall not apply to a Director who voted in favor of such action.
7. **RESIGNATION.** A Director may resign at any time by filing a written resignation with the Board, the President or Secretary.
8. **REMOVAL.** A Director may be removed from office with or without cause by the Voting Members.
9. **VACANCIES.** In the event a vacancy occurs in the Board from any cause, including from an increase in the number of Directors, an interim Director shall be elected by the other Directors then in office. An interim Director shall serve until a successor is appointed upon the expiration of the term of office for the Director who created the vacancy.
10. **NO COMPENSATION.** Directors shall not receive compensation for serving as Directors or for providing other personal services to the Society. However, Directors may receive reimbursement for reasonable expenses incurred in connection with corporate matters, provided that such reimbursement is authorized by the Board.

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**ARTICLE 9:  
EXECUTIVE COMMITTEE**

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1. **ROLE OF EXECUTIVE COMMITTEE.** The Board's Executive Committee may exercise the powers of the Board when the Board is not in session, except action in the election of Officers or the filling of vacancies on the Board or committees. The Executive Committee shall regularly notify the Board of its decisions and actions.
2. **TERMS ON EXECUTIVE COMMITTEE.** Only Directors are eligible to serve on the Executive Committee. Directors shall be elected to serve on the Executive Committee by majority vote of the Board and will serve a term of two (2) years, renewable up to 3 times, for a total term of six (6) years. Terms of the initial Members of the Executive Committee will be staggered for continuity.
3. **COMPOSITION OF EXECUTIVE COMMITTEE.** The Executive Committee shall consist of the Officers (President, Secretary, and

Treasurer) plus the Past President (to the extent the Past President remains a Director) and the President-Elect (the foregoing are referred to as the “Ex Officio Members”), and four (4) other Directors (At-Large Members) for a total of up to nine (9) Members.

4. **GEOGRAPHIC DIVERSITY.** Shall have broad representation by geography, for example Africa, North America, South and Central America, Eastern Asia, Western Asia, Eastern Europe, Western Europe, Middle East, and Oceania (Australia and New Zealand) ; provided, however, that the composition of the initial Executive Committee need not reflect this geographic diversity during the Society’s organizational period.
5. **SCIENTIFIC DIVERSITY.** Shall have broad representation by scientific discipline, for example, basic science (including epidemiology), hearing and speech, otolaryngology, primary care (pediatrics or family practice), including at least one PhD; provided, however, that the composition of the initial Board need not reflect this disciplinary diversity during the Society’s organizational period.
6. **TRAVEL EXPENSES.** The Board may approve the reimbursement of reasonable (travel) expenses of the Members of the Executive Committee.
7. **MEETINGS OF EXECUTIVE COMMITTEE.** Will meet during all Symposia and in between by one or more of the following: via conference call, by virtual meeting, or in person.

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**ARTICLE 10:  
ANNUAL REPORT; BALANCE SHEET**

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1. **FISCAL YEAR.** The official year runs from the first of January 1st through December 31st.
2. **FINANCIAL RECORDS.** The Treasurer shall be obliged to keep a record of the financial position of the Society in such a manner that its rights and obligations can be known out of it at all times. An annual report must be submitted to the Board within 30 days of completion but not more than 90 days from the end of the fiscal year.
3. **EXAMINATION OF FINANCES.** Every second year the Treasurer shall appoint a chartered accountant in the country in which the Treasurer resides for the examination of the balance sheet and statement of receipts and payments. The Board may, in its sole discretion, require such an examination on a more frequent basis.

4. **MAINTENANCE OF RECORDS.** The Treasurer shall be obliged to keep the records referred to in the paragraphs 2 and 3 for the duration of his or her time in office. Thereafter, the records shall be passed on to the next individual filling this office.

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**ARTICLE 11:  
ANNUAL MEMBER MEETING/GENERAL ASSEMBLY**

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1. **ANNUAL MEMBER MEETING/GENERAL ASSEMBLY.** The annual meeting of Voting Members (Annual Member Meeting or sometimes referred to as the General Assembly), shall consist of all Voting Members of the Society for the purpose of electing Directors and the transaction of such business as may come before the meeting. It shall be held in the month of June in each year, at such time and place as the Board may determine. Every other year, the Annual Member Meeting shall be held at the Symposium. At each Annual Member Meeting, there shall be discussed:
  - a) the annual report and the balance sheet; and
  - b) proposals of the Board or the members, specified in the convocation to the meeting.
2. **ORDER OF BUSINESS.** Unless changed by a majority vote of the members present, the order of business at the Annual Member Meeting shall be as follows:
  - a) Reading or approval of the minutes of the preceding annual meeting of members.
  - b) Report of the Board.
  - c) Report of the Treasurer.
  - d) Reports of Standing Committees.
  - e) Election of directors.
  - f) New business.
  - g) Announcement of any special committees appointed by the President.
3. **CHAIRPERSON OF ANNUAL MEMBER MEETING.** The Chairperson of the Annual Member Meeting/General Assembly shall be the President, who is joined at the table by the other Officers of the Society (Secretary and Treasurer). In the President's absence, the Chairperson shall be the President-Elect.

4. **SPECIAL MEMBER MEETINGS.** Unless otherwise prescribed by the WNCL, special meetings of the Voting Members (Special Member Meetings) may be held at any time and place for any purpose or purposes, on call of the Board or the President. A Special Member Meeting shall be called by the Secretary upon receipt of a written request that is signed and dated by a majority of the Voting Members and that describes one or more purposes for which the meeting is to be held.
5. **ADJOURNMENT OF MEMBER MEETING.** If an Annual or Special Member Meeting is adjourned to a different date, time, or place, notice need not be given of the new date, time or place, if the new date, time, or place is announced at the meeting before adjournment.
6. **NOTICE AND WAIVER OF NOTICE.**
  - a) Notice of the date, time, and place of any meeting of the Members shall be given by oral or written notice delivered personally to each Voting Member at least ten (10) days, but no more than sixty (60) days, prior thereto; provided, however, that if notice is mailed by other than first class or registered mail, then notice must be given at least thirty (30) days prior thereto. Notice shall be given in one of the methods described in Article 18. The purpose of and the business to be transacted at any meeting of the Members shall be specified in the notice or waiver of notice of such meeting.
  - b) Whenever any notice whatever is required to be given under the provisions of the WNCL, the Articles of Incorporation, or these Bylaws, a waiver thereof in writing, signed at any time by the person or persons entitled to such notice, shall be deemed equivalent to the giving of such notice. The attendance of a Member at a meeting shall constitute a waiver of notice of such meeting, except where a Member attends the meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.
7. **FIXING OF RECORD DATES.**
  - a) The Board may fix a future date as the record date for determining the Voting Members entitled to notice of a meeting of the Members; provided, however, that the record date is not more than seventy (70) days before the meeting. If no such record date is fixed, Voting Members at the close of business on the business day preceding the day on which notice is given are entitled to notice of the meeting. However, if a meeting is held without notice, the determination of who is entitled to waive notice is made as of the close of business on the business day preceding the day on which the meeting is held.



- b) The Board may fix a future date as the record date for determining the Voting Members entitled to vote at a meeting of the Members; provided, however, that the record date is not more than seventy (70) days before the action requiring a determination of the Voting Members occurs. If no such record date is fixed, Voting Members on the date of the meeting who are otherwise eligible to vote are entitled to vote at the meeting.
  - c) The Board may fix a future date as the record date for the purpose of determining the Voting Members entitled to exercise any rights in respect of any lawful action. If no such record date is fixed, Voting Members at the close of business on the day on which the Board adopts the resolution relating thereto, or the 60th day before the date of such other action, whichever is later, are entitled to exercise such rights.
8. **QUORUM AND MANNER OF ACTING.** Five percent (5%) of the Voting Members must be represented in person or by proxy in order to constitute a quorum for the transaction of business at any meeting of Members. The vote of a majority of the Voting Members entitled to vote at a meeting at which a quorum is present in person or by proxy shall be the act of the Members, unless the act of a greater number is required by the WNCL, the Articles of Incorporation, or these Bylaws. Though less than a quorum of the Voting Members is represented at a meeting, a majority of the Voting Members so represented may adjourn the meeting from time to time without further notice.
9. **CONDUCT OF MEETINGS.** The President, or in his or her absence, any person chosen by the Voting Members present, shall call the meeting of the Members to order and shall act as chair of the meeting, and the Secretary of the Society shall act as secretary of all meetings of the Members, but, in the absence of the Secretary, the presiding Officer may appoint any other person to act as secretary of the meeting.
10. **PROXIES.** Voting Members may vote by proxy at all meetings of the Members provided the proxy is in writing, signed by the Voting Member or the Voting Member's duly authorized attorney-in-fact, and filed with the Secretary before the meeting. No proxy shall be valid after eleven (11) months from the date of its execution unless otherwise provided in the proxy. The Secretary shall maintain a list of all proxies filed with the Society.
11. **ACTION BY WRITTEN CONSENT OF MEMBERS.** The Members may act without a meeting if a consent in writing setting forth the action taken is signed by at least 50% of the Voting Members entitled to vote. Written notice of Member approval under this section shall be given to all Voting Members who have not signed the written consent. If written notice is

required, Member approval under this section shall be effective ten (10) days after such written notice is given.

12. **PRESUMPTION OF ASSENT.** A Voting Member who is present at a meeting of the Members shall be presumed to have assented to any action taken at the meeting unless (i) the Member's dissent is recorded in the minutes of the meeting; (ii) the Member files a written dissent with the person acting as the secretary of the meeting before the adjournment of the meeting; or (iii) the Member forwards a dissent by registered mail to the Secretary of the Society immediately after the adjournment of the meeting. The right to dissent shall not apply to a Voting Member who voted in favor of such action.

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**ARTICLE 12:  
ORGANIZATION OF INTERNATIONAL SYMPOSIA**

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1. **TIME AND PLACE.** The International Symposia of the Society (Symposium) shall take place every two (2) years (biennially), alternating between North America and other regions. Symposia that are not in North America should strive for diversity among Europe, Eastern Asia, and the rest of the world.
2. **TITLE OF SYMPOSIUM.** Each Symposium will be titled the "xth International Symposium on Recent Advances in Otitis Media," replacing the prior designation of ordinary and extraordinary meetings.
3. **SYMPOSIUM IN 2015.** The first Symposium sponsored by the Society in June 2015 will be named the "18th International Symposium on Recent Advances in Otitis Media" to reflect the combined heritage of 10 prior symposia in the United States plus 7 prior (extraordinary) symposia outside of the United States.
4. **SPONSORSHIP OF SYMPOSIUM.** All Symposia shall be acknowledged as "sponsored by the International Society for Otitis Media." Additional sponsors must be approved by the Executive Committee.
5. **SELECTION OF VENUE AND LEADERSHIP.** Venue and leadership (i.e., the Symposium Director and Organizing Committee) for a Symposium are selected by the Board four (4) years in advance, during another Symposium, by soliciting proposals from interested Members. The request for proposals will be initiated at-least one-hundred and twenty (120) days prior to a Symposium by the Secretary.
6. **PROPOSALS FOR SYMPOSIA.** Any proposal to the Board to hold future Symposia should be submitted to Members of the Executive

Committee and the Board at least thirty (30) days prior to the meeting at which any decision is to be taken (4 years prior to the proposed date) and should include:

- a) name of the proposed Symposium Director;
  - b) names of the two Members proposed for the Organizing Committee;
  - c) the site, venue, and approximate dates;
  - d) justification for the proposed geographic location, including the ability to attract attendees and speakers;
  - e) proposed theme of the meeting and primary objectives;
  - f) transportation information, including ease of access;
  - g) name(s) of sponsoring organizations(s), if applicable;
  - h) fiscal analysis with estimated expenses and revenues including registration fees, etc;
  - i) plans for meeting administration;
  - j) plans for publication and dissemination of scientific material; and
  - k) plans for purchase of meeting insurance.
7. **SYMPOSIUM LANGUAGE.** The official Symposium language shall be English.
8. **OTHER MEETINGS DURING SYMPOSIA.** The Secretary must be informed of any unofficial meetings, meetings of other societies or organizations, or special sessions to be held at the Symposium or as an adjunct to it. The Board shall have the right, but no obligation, to approve such meetings. If such a meeting is approved, then the Secretary shall have the right to attend such a meeting or send a representative of the Society.
9. **FIRST SESSION AT SYMPOSIUM.** The Board shall hold its first session at the Symposium before the opening ceremony. If the Board, in its sole discretion, deems necessary, another session could be added during the Symposium. Appropriate accommodation for this meeting and refreshments should be provided by the Symposium Organizing Committee.

10. GENERAL ASSEMBLY AT SYMPOSIUM. The meetings of the General Assembly in the years during which the Symposium are held shall preferably take place at the end of the afternoon session of the next to the last day of the Symposium.

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**ARTICLE 13:  
COMMITTEES**

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1. GENERAL CONSIDERATIONS

- a) Committees shall be standing or special.
- i) Standing committees include those related primarily to the conduct of a specific Symposium or to the overall mission of the Society.
  - ii) Special Committees may be created or terminated at any time by the President.
- b) Standing committees:
- i) SYMPOSIUM-SPECIFIC COMMITTEES include Organizing, Program, and Vendor Relations. Individuals are formally appointed for two (2) years to a symposium-specific committee.
  - ii) SOCIETY COMMITTEES include the Finance, Membership, Education and Knowledge Dissemination, Research, Bylaws, Nominating, Audit, History and Archives, and Information Technology. Unless otherwise stated, each will consist of a Chairperson for a single two (2) year term plus up to six (6) Members serving staggered two (2) year terms renewable up to twice (for a total of six years) to create overlapping terms for continuity. Unless the composition of the committees and the Committee Chairmanship are ex officio roles, as specified in Section 4 of this Article 13, then the Chairperson of each committee shall be appointed by the President from among those who have served at least one prior term on the committee. Other Members of the committee shall be appointed by the President with the approval of the Board.
  - iii) ELIGIBILITY TO SERVE ON COMMITTEES is limited to Members in good standing of the Society for all Society

Committees. In contrast, membership is not required to serve on Symposium-Specific Committees.

- c) Committees will meet at the Symposia and from time to time as the Committee Chairperson deems appropriate. Most communication will take place by electronic mail with additional exchange (e.g., conference call, web-based meeting) based on availability of resources.

## 2. REPORTING REQUIREMENTS FOR ALL COMMITTEES

- a) Annual Workplan: Prepared by the Committee Chairperson and submitted to the Secretary for distribution to the Board by December 15<sup>th</sup> annually. The report specifies:
  - i) COMMITTEE CHARGE, and any suggested revisions
  - ii) OBJECTIVES for the upcoming calendar year, listed individually with the (a) outcome or deliverable, (b) deadline or delivery date, and (c) anticipated cost specified for each
  - iii) SUPPORT OR FUNDING requested from the Society needed to achieve the objectives
- b) Semiannual Progress Report: Prepared by the Chairperson and submitted to the Secretary for distribution to the Board no later than 30 days before each semiannual Board Meeting.

## 3. DETAILS REGARDING SYMPOSIUM SPECIFIC COMMITTEES

- a) ORGANIZING COMMITTEE
  - i) COMPOSITION: Chairperson (Symposium Director), Chairperson of the Program Committee, Chairperson of the Vendor Relations Committee, and two (2) other Members (Symposium Co-Directors) selected by the Chairperson. The President, Treasurer and Secretary are Members ex officio.
  - ii) DUTIES AND RESPONSIBILITIES: Planning and organizing all aspects of the Symposium. Most committee activity will occur during the two (2) years prior to a symposium, but the Chairperson may begin planning for the venue up to four (4) years in advance.
- b) PROGRAM COMMITTEE
  - i) COMPOSITION: Chairperson (appointed by the Symposium Director) and up to twelve (12) Members selected by the

Chairperson and approved by the Organizing Committee. All Members serve a single two (2) year term and must be approved by the Board. The President, Secretary and Program Chairperson of the immediate preceding symposium are Members ex officio.

(A) Shall have broad representation by geography, for example Africa, North America, South and Central America, Eastern Asia, Western Asia, Eastern Europe, Western Europe, Middle East, and Oceania (Australia and New Zealand).

(B) Shall have broad representation by scientific discipline, for example, basic science (including epidemiology), hearing and speech, otolaryngology, primary care (pediatrics or family practice).

- ii) DUTIES AND RESPONSIBILITIES: (1) Planning the scientific program for the next Symposium, including the plenary sessions and all invited and special sessions; (2) reviewing free or invited papers and posters in consultation with the Board to determine their appropriateness for presentation at a Symposium; and (3) working with the Organizing Committee to ensure proper coordination of the scientific and other programs of the Symposium.

c) **VENDOR RELATIONS COMMITTEE**

- i) COMPOSITION: Chairperson (appointed by the Symposium Director) and three (3) Members selected by the Chairperson. All Members serve a single two (2) year term and must be approved by the Board. The Treasurer is Member ex officio.
- ii) DUTIES AND RESPONSIBILITIES: Securing financial support from industry to help support the educational mission of the Symposium. The committee may also suggest events or activities related to general development or fundraising.

4. **DETAILS REGARDING SOCIETY COMMITTEES**

a) **FINANCE COMMITTEE**

- i) COMPOSITION: Shall consist of the Treasurer the immediate Past-Treasurer, the President, and the Secretary. The current Treasurer shall be the Chairperson.
- ii) DUTIES AND RESPONSIBILITIES: To review expenditures and fiscal policy and recommend action to the Board, and to

review long-term financial strategies with the Board at least annually.

b) MEMBERSHIP COMMITTEE

DUTIES AND RESPONSIBILITIES: Shall review all applications for membership in the Society. The committee shall vote on all eligible applicants for membership, and submit a recommended list of applicants for approval for the Board. The Chairperson shall present a list of applicants approved by the Committee and the Board at all Society 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.

c) EDUCATION AND KNOWLEDGE DISSEMINATION COMMITTEE

DUTIES AND RESPONSIBILITIES: Oversight of all of educational programs, which may include courses, educational events, satellite events at the biennial symposia, patient education materials, and other condition-specific educational brochures.

d) RESEARCH COMMITTEE

DUTIES AND RESPONSIBILITIES: Solicit and review grant proposals submitted to the Society for feedback or funding, recommend proposals for funding to the Board.

e) BYLAWS COMMITTEE

- i) COMPOSITION: President, Secretary, and the most recent three (3) Past Presidents. The most distant Past President (e.g., the Past Past Past President) shall be the Chairperson.
- ii) DUTIES AND RESPONSIBILITIES: Keep the bylaws current with the activities and practice of the Society, and to assess proposed changes to the bylaws put forth by Members.

f) NOMINATING COMMITTEE

- i) COMPOSITION: President, President-Elect, immediate Past President, plus four (4) Members. The immediate Past President shall be Chairman of the committee.
- ii) APPOINTMENT OF MEMBERS: The Secretary will solicit from the membership 60 days before a biennial symposia suggestions for nominating committee Members. A slate of 8 candidates will be prepared based on names most often

submitted and presented to the membership for a vote at the General Assembly meeting.

iii) DUTIES AND RESPONSIBILITIES: Propose candidates for Officers of the Society and the Board. The committee shall report the names of all nominees to the Secretary not less than ninety (90) days before the biennial meeting of the Society.

g) AUDIT COMMITTEE

i) COMPOSITION: Three (3) Members nominated from the floor by Members of the Society and approved by a majority vote at a General Assembly meeting. Members shall serve two (2) year terms up to twice renewable to create overlap for continuity.

ii) DUTIES AND RESPONSIBILITIES: Review the Treasurer's report and the Society's financial status.

h) HISTORY AND ARCHIVES COMMITTEE

DUTIES AND RESPONSIBILITIES: Maintain a permanent repository for minutes and transactions of the Society and Board as well as publications and other articles of historical interest.

i) INFORMATION TECHNOLOGY COMMITTEE

DUTIES AND RESPONSIBILITIES: Maintain the society web site.

j) DEVELOPMENT AND LONG-RANGE PLANNING COMMITTEE

DUTIES AND RESPONSIBILITIES: Plan for growth and future development of the society, including (a) creation and growth of an endowment, (b) outreach efforts to increase membership, (c) assessment and creation of regional efforts for societal growth and enhancement, (d) identification of opportunities to work and partner with other international societies, and (e) advocacy for the society.

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**ARTICLE 14:  
INDEMNIFICATION OF  
DIRECTORS, OFFICERS, EMPLOYEES, AND AGENTS**

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1. MANDATORY INDEMNIFICATION. The Society shall, to the fullest extent permitted or required by Sections 181.0871 to 181.0889, inclusive,



of the WNCL, including any amendments thereto (but in the case of any such amendment, only to the extent such amendment permits or requires the Society to provide broader indemnification rights than prior to such amendment), indemnify its Directors and Officers against any and all Liabilities, and advance any and all reasonable Expenses, incurred thereby in any Proceeding to which any Director or Officer is a Party because such Director or Officer is a Director or Officer of the Society. The Society may indemnify its employees and authorized agents, acting within the scope of their duties as such, to the same extent as Directors or Officers hereunder. The rights to indemnification granted hereunder shall not be deemed exclusive of any other rights to indemnification against Liabilities or the advancement of Expenses which such Director or Officer may be entitled under any written agreement, board resolution, vote of the Members, the WNCL or otherwise. All capitalized terms used in this Article 14 and not otherwise defined herein shall have the meaning set forth in Section 181.0871 of the WNCL.

2. **PERMISSIVE SUPPLEMENTARY BENEFITS.** The Society may, but shall not be required to, supplement the foregoing right to indemnification against Liabilities and advancement of Expenses under Section 1 of this Article by (a) the purchase of insurance on behalf of any one or more of such Directors, Officers, employees or agents, whether or not the Society would be obligated to indemnify or advance Expenses to such Director, Officer, employee or agent under Section 1 of this Article, and (b) entering into individual or group indemnification agreements with any one or more of such Directors or Officers.
3. **CHAPTER 42 EXCISE TAX.** The Society shall not make any indemnification which would give rise to a penalty excise tax under I.R.C. Chapter 42.

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**ARTICLE 15:  
AMENDMENTS TO THE BYLAWS**

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1. **AMENDMENTS.** Amendments to these Bylaws may be prepared, provided they do not alter the original purposes of the Society as set forth in its Articles of Incorporation.
2. **ADOPTION OF AMENDMENTS.** The Bylaws may be amended by a two-thirds vote of Voting Members present at a meeting of the Members at which a quorum is present. A written copy of a proposed amendment shall be filed with the Secretary at least forty-five (45) days before the meeting and notice thereof to be sent in writing by electronic mail to all Voting Members thirty days before meeting at which the vote is to occur.

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**ARTICLE 16:  
CONFLICTS OF INTEREST**

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1. **DISCLOSURE OF CONFLICTS.** Each Director shall disclose to the Board any material interest which such Director directly or indirectly has in any person or entity which is a party to a transaction or matter being considered by the Board, or which to the Director's knowledge might otherwise cause a conflict with a fiduciary duty owed by the Director to another organization. A Director shall be considered to have a material interest in an entity if the Director is a director, officer, or employee of the entity or if the Director has a material financial interest in the entity.
2. **CONDUCT OF MEETING.** Any Director having a material interest on any matter shall leave the room during the discussion and vote on the matter and shall abstain from voting on the matter but may be counted in determining whether a quorum is present. In addition, he or she shall not use his or her personal influence on the matter, but may briefly state his or her position on the matter. Further, he or she must answer pertinent questions and provide other information requested by the Board with respect to his or her material interest since his or her knowledge may be of great assistance.
3. **MINUTES OF MEETING.** The minutes of the meeting involving any such situation shall reflect that a disclosure was made, that the Director with the material interest abstained from voting, and whether the Director with a material interest was counted for the purposes of obtaining a quorum.
4. **DETERMINATION OF CONFLICT.** If a Director is uncertain as to whether he or she has a material interest in the transaction or matter being considered by the Board which would require abstention, or if a Director asserts that another Director has such a material interest, the Board, by majority vote of those present (other than the Director having the possible material interest), shall decide whether abstention is required. If abstention is required, the affected Director shall follow the procedures set forth in paragraph 2. **CONDUCT OF MEETING** above.
5. **CONFLICT POLICY.** The Board may, in its discretion, adopt a more comprehensive conflict of interest policy to supplement, amend, or supersede this Article 16.

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**ARTICLE 17:  
CORPORATE ACTS, LOANS, AND DEPOSITS**

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1. **CORPORATE ACTS.** The President and the Treasurer shall have authority to sign, execute, and acknowledge on behalf of the Society documents or instruments necessary or proper to be executed in the course of the Society's regular business, or which shall be authorized by resolution of the Board. Except as otherwise provided by the WNCL or directed by the Board, the President may authorize in writing any officer or agent of the Society to sign, execute, and acknowledge such documents and instruments in his or her place and stead. The Secretary is authorized and empowered to sign in attestation all documents so signed, and to certify and issue copies of any such document and of any resolution adopted by the Board. Notwithstanding any of the foregoing, however, no individual shall have the authority to sign, execute, or acknowledge any document in favor of himself or herself.
2. **LOANS.** No moneys shall be borrowed on behalf of the Society and no evidences of such indebtedness shall be issued in its name unless authorized by a resolution of the Board. Such authority may be general or confined to specific instances.
3. **DEPOSITS.** All funds of the Society, not otherwise employed, shall be deposited from time to time to the credit of the Society in such banks, investment firms, or other depositories as the Board may select.

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**ARTICLE 18:  
METHODS OF GIVING NOTICE**

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Notice of any Annual or Special Member Meeting, any meeting of the Board, and any other notice required to be given under the WNCL, the Articles of Incorporation, or these Bylaws may be communicated in person, by telephone, facsimile, or other form of wireless or electronic communication, or by mail, e-mail, or private carrier. Oral notice is effective when communicated. Written notice is effective at the earliest of the following:

- a) When received (as documented by electronic or other receipt).
- b) Twenty (20) days after deposit in the mail, if mailed postpaid and correctly addressed.

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**ARTICLE 19:  
DEFINITIONS**

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1. **ELECTRONIC SIGNATURES.** Any action required in these Bylaws to be “signed” or to have a “signature” by or of a Member, Director, Officer, or a committee Member shall include an action signed with an electronic signature that is an electronic sound, symbol, or process, attached to or logically associated with a writing and executed or adopted by a person with intent to authenticate the writing.
  
2. **DELIVERY.** Any action or notice required in these Bylaws to be “delivered” • may be delivered by hand, mail, commercial delivery service, electronic transmission, or any other method of delivery used in conventional commercial practice.