



**American Neurotology Society
BY-LAWS**

ARTICLE I: Name

The name of this organization shall be “The American Neurotology Society (ANS)”

ARTICLE II: Purposes

American Neurotology Society Mission Statement

Purpose of the American Neurotology Society (ANS):

The American Neurotology Society (ANS) is committed to improving public health care related to disorders of the ear, hearing and balance primarily through the provision of high-quality continuing medical education (CME) to our members. The overall goals of the ANS educational programs are to organize CME activities addressing the knowledge gaps and enhancing the clinical competence of the participants. The ANS is dedicated to improving public health care through the development, dialogue and dissemination of advances in evidence-based diagnosis and management of neurotologic and related skull base disorders.

Furthermore, the ANS is committed to fulfilling its purpose by encouraging and funding research that promotes the health and wellness of our patients, members, and their communities. Novel information, such as that presented at the annual conferences, as well as solicited and unsolicited manuscripts, are considered for publication in the ANS supported, peer reviewed and evidence-based content of the *Otology & Neurotology* (original and open access) Journals. The focus on the scientific advances in the field of neurotology is translated into approaches to quality care that are consistent with ACGME/ABMS general competency areas and the Institute of Medicine recommendations.

The ANS fully supports a culture of both unbiased, civil dialogue among its members and diversity in all aspects of the field, including education, mentorship, research and clinical practice. Equally important to our mission is to address healthcare disparities, providing access to the highest quality neurotological care for all those requiring our services. Our society considers the needs of trainees at all levels interested in learning neurotology in order to develop the next generation of practitioners from among the best and brightest among their peers with the broadest representation of all backgrounds and personal characteristics.

ARTICLE III: Membership

The membership of the Society shall be composed of eight (8) classes, as follows:

1. Fellow
2. Senior Fellow
3. Honorary
4. Associate
5. Senior Associate

6. Affiliate
7. Emeritus Fellow
8. Trainee

The details of membership requirements for each level are specified in Appendix I which shall be reviewed on an annual basis by the Membership and Credentials Committee Chairperson. The Chair of that committee will present any proposed revisions of these requirements to the Executive Council for action. The requirements for each membership category are the same regardless of citizenship.

Application Process

Applicable to Fellowship, Associate Membership and Affiliate Membership.

1. Applications for membership in the ANS must be completed online and can be found on the ANS website (www.americanneurotologysociety.com). The committee shall review the candidate's application and qualifications and present its recommendation to the Executive Council (hereinafter referred to as the "Council"). The Council shall have the sole right to reject the candidate's application and the sole right to nominate the candidate for membership. Two (2) or more votes of "no" by the Council would disqualify the applicant for membership at that time.
2. Nomination of a candidate by the Council shall be announced electronically in writing to the ANS membership. Voting shall be by an electronic ballot sent to eligible voting members no later than 3 months prior to the Spring Business Meeting, with ballots returned to the office of the Chairperson of the Membership Committee no later than six weeks prior to the meeting for counting. Eight percent (8%) or more "no" votes by the general membership shall disqualify the applicant.
3. New Members shall be presented to the Society at the Spring Business Meeting.
4. All requests to change membership status must be in writing to the Administrative Office and approved by a majority vote of the Executive Council.

C. Severance of Membership

Membership in the American Neurotology Society may be revoked (terminated) for one or more of the following causes. All cases shall be considered and voted on by the Council prior to revocation of membership. Majority vote by the Executive Council is required for membership termination.

1. Nonpayment of dues for two years in a row. The third and last statement should be sent by certified mail, with acknowledgement of receipt requested, and should include a statement to the effect that if payment is not received within 30 days, membership in the ANS will be automatically terminated.
2. Unethical, immoral or dishonorable conduct. The member involved shall be given an opportunity for a hearing before the Council.

ARTICLE IV: Officers & Executive Council

Executive Council

The Officers shall consist of the President, the President-Elect, the Secretary-Treasurer, and the immediate Past President. The Executive Council is comprised of the above Officers, the Education Director, the Diversity/Inclusion Chair and three additional Members-at-large. They shall perform the usual duties attendant to their respective offices.

A. Duties

- 1) The Council shall arrange for the time and place of business and scientific meetings and scientific programs.
- 2) It shall authorize the expenditures of monies from the treasury.
- 3) It shall formulate all necessary rules and regulations as the need occurs. These rules will be appended to the by-laws as a “Rules and Regulations Appendix II (20xx)” with the year the rules are enacted.
- 4) It shall propose a list of officers and Members at large to be reviewed by the Nominating Committee at the Spring Meeting. The Nominating Committee shall choose the final slate of officers and Member-at-large.
- 5) It shall announce the slate of officers for the following year at the Fall Society Business Meeting for a full vote of the membership.
- 6) It shall approve a policy on indemnification of officers which shall be reviewed annually and attached to the by-laws as an appendix.

B. Meetings

- 1) The Council shall meet twice a year, whenever possible in conjunction with the Combined Otolaryngology Spring Meetings and the Fall AAO-HNSF Annual Meeting. A third, Midwinter Council Meeting, may also occur.
- 2) Five members of the Council shall constitute a quorum. At least one member must be an officer.

C. Any action of the Council may be modified or overruled by a majority vote of voting members present at a business meeting, provided that the President has been notified of the objection one month prior to the meeting, or by a two-thirds vote without *such prior* notice.

D. The Executive Council shall determine the membership dues for the Society. Dues rates include a mandatory subscription to *Otology & Neurotology* for all Fellow and Associate Members who do not receive *O&N* through the American Otological Society.

E. Awards and Lectureships:

The Executive Council will oversee a program of scientific awards and lectureships, which will be administered in accordance with the specific financial and program requirements as specified in Appendix II (Rules and Regulations). The current awards and lectureships are listed in Appendix II.5.

F. Administrator:

The Executive Council may employ or contract with an administrator and/or administrative assistant on terms and conditions as agreed upon by a majority vote of the Council. Officer duties and Executive Council duties may be performed by the administrator, but the responsibility and oversight for those

duties remain with the Executive Council or Officer as specified in the By-laws and current appendices.

ARTICLE V: Annual Election of Officers

1. A slate of candidates, approved by the Executive Council, shall be submitted to the Society, either verbally or in writing, by the Nominating Committee at the Fall General Business Meeting. Additional nominations may be made from the floor. Officers shall be elected at that same Fall General Business Meeting.
2. A majority of votes cast shall constitute the winner of an election.
3. All officers of the Executive Council, including Members-at-large, shall be inducted at the Spring General Business Meeting. Vacancies occurring at any office or membership of the Council, unless otherwise provided for in the Bylaws, shall be filled from the membership of Fellows by the President for the unexpired term, and confirmed by the Council. The Fellow so selected shall hold office for the remainder of the unexpired term.
4. All officers shall serve until their successors have been elected and installed in office. The President, President-Elect, and a Council Member-at-Large shall be elected and inducted annually at the Annual Business Meeting in the Spring.

The President and President-Elect may be elected for one year only, in addition to any portion of an unexpired term to which they have been appointed.

The term for the Secretary-Treasurer is three years; the Secretary-Treasurer may serve for no more than three consecutive years.

The Members-at-large of the Executive Council shall be elected for a three-year term, one member to be elected each year, and may serve for one term only, in addition to any unexpired term of less than one calendar year to which they may have been appointed.

The Education Director shall be appointed for a three-year term and may serve for one term only.

The Immediate Past President, upon completion of his/her term as President, shall serve as a member of the Executive Council for one year only.

The Chair of the Diversity and Inclusion Committee shall be appointed for a three-year term. The Chair may serve a second term at the discretion of the President or Executive Council.

ARTICLE VI: Meetings

1. Scientific Meetings

A minimum of two scientific meetings shall be held at a time and place to be agreed upon by the Council, whenever possible in conjunction with the annual spring meetings of the Combined Otolaryngology Spring Meetings (COSM) and with the annual meeting of the Academy of Otolaryngology - Head and Neck Surgery (AAO-HNS).

2. Business Meetings

A minimum of two business meetings shall be held at a time and place to be determined by the Council, whenever possible in conjunction with the COSM and AAO-HNS national meeting. Twenty members, or one fourth of the voting membership, whichever is less, shall constitute a quorum.

3. Continuing Education Mission

The ANS is committed to providing quality CME to its members. Details of the Continuing Education Mission Statement and policies are specified in Appendix III (2023).

ARTICLE VII: Non-Discrimination

The Society recognizes the rights of all persons to equal opportunity in employment, compensation, promotion, education, positions of leadership and power, and shall not at any time discriminate against any member, applicant for membership, contractor or any other person with whom it deals, because of race, creed, color, handicap, sex, gender identity, sexual orientation, national origin, or age.

ARTICLE VIII: Parliamentary Authority

The rules contained in the current edition of Robert's Rules of Order shall govern this Society in all cases to which they are applicable and in which they are consistent with the Bylaws and any special rules of order the Society may adopt.

ARTICLE IX: Amendments

This constitution may be amended at any time by an electronic vote of eligible voting members of the ANS according to the following process. An amendment must be submitted in writing to the President and reviewed by the Council and the Bylaws Committee. The President will notify the membership of the proposed amendment via electronic mail and online voting will be conducted for eligible voting members of the ANS. A two-thirds response in favor of the amendment will constitute an approval for the amendment.

Article X: Governance

The appendices including the rules and regulations can be amended by the Executive Council by majority vote. These rules and regulations must be adopted annually.

Appendix I 2023:

MEMBERSHIP CLASSES

1. **FELLOW** - Board subcertification in Neurotology by the American Board of Otolaryngology-Head and Neck Surgery automatically qualifies a member for Fellow status.

➤ Alternatively, Fellow status can be attained by meeting the following requirements:

A. Requirements

1) Academic

- a) A medical degree (M.D. or the equivalent)
- b) A neurotology fellowship or equivalent training as determined by the Membership and Credentials Committee
- c) A letter of recommendation, when applicable, should be from the Director of the Candidate's Fellowship program

2) Professional

- a) Five years of practice
- b) Special clinical experience or proficiency in:
 - Practice: at least fifty (50) percent in otology and neurotology
 - Teaching
 - Professional accomplishments:
 - A minimum of 5 publications related to otology & neurotology in any of the journals related to otolaryngology, or other scientific contributions to the field
 - Research in the field of neurotology
- c) Submit five (5) detailed surgical or medical case reports of different medical conditions evaluated and managed during the previous two (2) years, AND a list of types of cases treated and operations performed in the same period of time
- d) Highest ethical and moral standards

B. Electoral Process

- 1) Proposed by two (2) voting members, i.e., a Fellow, a Senior Fellow
- 2) Upgrade from Associate Member to Fellow requires one (1) proposal from a voting member and items listed above or evidence of Neurotology board subcertification by the ABO-HNS

C. Privileges

- 1) May attend business meetings
- 2) May vote
- 3) May hold office
- 4) May endorse candidates

D. Dues

- 1) Pays full dues and pays mandatory subscription to *Otology & Neurotology*, unless member subscribes through their association with the American Otological Society. Subscription rate shall be incorporated into dues assessment annually based on the subscription rate charged to owner societies by Otology & Neurotology, Inc.

2. SENIOR FELLOW

A. Requirements

- 1) Academic: same as Fellow
- 2) Professional
 - a) ANS Fellow member in good standing

B. Electoral Process

- 1) Becomes eligible on his/her 65th birthday. May elect to remain a Fellow, or choose Senior status
- 2) For reasons of ill health or other valid reasons, a Fellow may request Senior status before his/her 65th birthday. Each request (in writing) will be considered by the Executive Council on its merits

C. Privileges

- 1) May attend business meetings
- 2) May vote
- 3) May not be elected to office.
- 4) May endorse candidates

D. Dues

- 1) None. Subscription to *Otology & Neurotology* is optional (paid for by Senior Fellow member)

3. HONORARY MEMBER

A. Requirements

- 1) Distinction in the field of neurotology

B. Electoral Process

- 1) Proposed by two (2) voting members, i.e., a Fellow, a Senior Fellow
- 2) A majority vote of the Executive Council

C. Privileges

- 1) May attend business meetings
- 2) May not vote
- 3) May not hold office
- 4) May not endorse candidates

D. Dues

- 1) None. Subscription to *Otology & Neurotology* optional (paid for by Honorary member)

4. ASSOCIATE MEMBER

A. Requirements

- 1) Academic
 - a) A medical degree (M.D. or the equivalent)
- 2) Professional

- a) Special clinical experience or proficiency in the field of neurotology in
 - Practice or
 - Teaching
- b) Highest ethical & moral standards

B. Electoral Process

- 1) Proposed by two (2) voting members, i.e., a Fellow, a Senior Fellow or one voting member and one Associate member

C. Privileges

- 1) May attend business meetings
- 2) May not vote
- 3) May not hold office
- 4) May serve on ANS committee
- 5) May endorse candidates for Associate membership

D. Dues

- 1) Pays full dues. Entails mandatory subscription to *Otology & Neurotology*, unless member subscribes through the American Otological Society. Subscription rate shall be incorporated into dues assessment annually based on the subscription rate charged to owner societies by *Otology & Neurotology, Inc.*

5. SENIOR ASSOCIATE MEMBER

A. Requirements

- 1) Professional
 - a) ANS Associate member in good standing

B. Electoral Process

- 1) Becomes eligible on his/her 65th birthday. May elect to remain an Associate or choose Senior status
- 2) For reasons of ill health or other valid reasons, an Associate may request Senior status before his/her 65th birthday. Each request (in writing) will be considered by the Executive Council on its merits

C. Privileges

- 1) May attend business meetings
- 2) May not vote
- 3) May not be elected to office
- 4) May endorse candidates for associate membership

D. Dues

- 1) None. Subscription to *Otology & Neurotology* is optional (paid for by Senior Associate Member)

6. AFFILIATE MEMBER

A. Requirements

- 1) Academic
 - a) holds a non-MD professional degree
- 2) Professional
 - a) Special interest, experience or proficiency in the field of otology/neurotology in:
 - Research, or
 - Testing, or
 - Therapy
 - b) Highest ethical and moral standards

B. Electoral Process

- 1) Proposed by two (2) voting members i.e., a Fellow, a Senior Fellow or by one voting Member and one Affiliate Member

C. Privileges

- 1) May attend business meetings
- 2) May not vote
- 3) May not hold office
- 4) May endorse candidates for Affiliate Membership

D. Dues

- 1) Reduced dues. Subscription to *Otology & Neurotology* is optional.

7. EMERITUS FELLOW

A. Requirements

- 1) Academic: same as Fellow
- 2) Professional
 - a) Age 72 or older and no longer engaged in the practice of medicine, AND
 - b) ANS Fellow member in good standing for 25 years

B. Electoral Process

- 1) Eligible on his/her 72nd birthday.
- 2) Shall have been a Fellow or Senior Fellow who no longer is engaged in the practice of medicine because of retirement, illness, or other extenuating circumstance

C. Privileges

- 1) May attend business meetings
- 2) May not vote
- 3) May not be elected to office
- 4) May not endorse candidates

D. Dues

- 1) None. Subscription to *Otology & Neurotology* is optional at the member rate
- 2) Complimentary meeting registration; must pay for social events

8. TRAINEE MEMBER (different application available, no application fee)

A. Requirements

- 1) Academic
 - a) Medical Degree of M.D., PhD. or equivalent
 - b) In training in a field of study related to the field of neurotology includes:
 - Otolaryngology-HNS Residents
 - Neurotology Fellows
 - Post Doctorate Researchers
- 2) Professional
 - a) Special interest in the field of neurotology
 - b) Highest ethical and moral standards

B. Electoral Process

- 1) Letter from Department Chair or Fellowship Director validating Trainee status
- 2) Certification of Trainee status and the duration of the program – Trainee membership will terminate when the trainee has graduated from the residency/fellowship program. Upon completion of training, the Trainee member would be encouraged to apply for Associate membership. If the trainee does not apply for Associate membership before the next cycle of ANS Candidates is selected, his/her name would be removed from the membership list.

C. Privileges

- 1) May not attend business meetings
- 2) May not vote
- 3) May not hold office
- 4) May not endorse candidates

D. Dues

- 1) Trainee members will not be required to pay dues. A complimentary online subscription to *Otology & Neurotology* is provided to the Trainee member for the duration of their training program by Otology & Neurotology, Inc.

Appendix II 2023

RULES AND REGULATIONS OF THE AMERICAN NEUROTOLOGY SOCIETY

1. DUTIES OF THE OFFICERS & EXECUTIVE COUNCIL 2023

a. President

- 1) The President shall be the Chairperson of meetings of the Council and of scientific and business meetings of the Society.
- 2) The President shall appoint or re-appoint the chairperson and members of all the standing and other Committees and Subcommittees of the Society on an annual basis. He/she shall consult with these chairpersons regarding the choice of mutually acceptable subcommittee chairpersons and mutually acceptable committee and subcommittee members.

- 3) The President shall appoint ad hoc committees as he/she sees fit and select their chairpersons and membership.
- 4) The President shall be an ex officio member of all the standing committees of the Society.
- 5) The President shall be the Chairperson of the Program Committee.
- 6) The President shall appoint liaison members to other organizations, as appropriate.

b. President-Elect

- 1) The President-Elect shall be an ex officio member of all the standing committees of the Society.
- 2) The President-Elect shall assist the President and shall assume the chair of scientific and/or business meetings of the Society on his/her specific request, in his/her absence or if he/she is unable to act.
- 3) The President-Elect shall monitor the activities of the Committees, i.e., acting as the President's liaison, assuring optimal communication in order that the chairperson's assignments are progressing on time.

c. Secretary-Treasurer

1) Secretarial Duties

- a) The Secretary-Treasurer shall prepare the minutes of the business meetings of the Society.
- b) The Secretary-Treasurer shall prepare the minutes of the Council meetings and distribute these minutes to all the members of the Council, the Chairpersons of all the standing committees, subcommittees, ad hoc committees, and other invited guests to the particular Council meeting in question, at least one month before the next Council meeting.
- c) The Secretary-Treasurer shall have charge of and retain copies of all minutes, records, reports and programs of the Society.
- d) The Secretary-Treasurer shall issue notices of meetings and copies of programs, where appropriate, in good time, to the members of the Society, and to the editors of the appropriate journals, secretaries of the appropriate societies and medical organizations to ensure a wide and early dissemination of the information to those interested in the activities of the Society.
- e) The Secretary-Treasurer shall keep available an up-to-date copy of the Bylaws, of the roster of members (by category), of committees and committee membership and of attendance at meetings.
- f) The Secretary-Treasurer shall report to the President any undue delays in the reporting of any committee.

2) Financial Duties

- a) The Secretary-Treasurer shall be the custodian and sole disbursing officer of all funds of the Society.
- b) The Secretary-Treasurer shall be responsible for issuing statements of dues at the end of December for the following year. He/she shall send follow-up dues notices to non-paid-up members, as indicated by the Bylaws, Article III Section CI, and Severance of Membership.
- c) The Secretary-Treasurer shall render an account of the financial status and financial transactions of the Society at the business meetings of the Society.
- d) The Secretary-Treasurer shall open to inspection all Society financial data for examination by auditing committees appointed by the President, or to any Fellow or Senior Fellow member who wishes to inspect the financial records by appointment.

d. Immediate Past President

- 1) The Immediate Past President shall serve on the Executive Council for the year immediately following his/her term of office as President.
- 2) The Immediate Past President, along with his/her immediate antecedent President shall serve on the Nominating Committee.

e. Education Director

- 1) The primary role of the Education Director is to oversee the continuing medical education program.
- 2) The Education Director will enforce compliance with all ACCME rules & regulations which are required of accredited CME providers. This includes individual and joint sponsorship activities.
- 3) The Education Director will serve as a member of the Scientific Program Committee.
- 4) The Education Director shall serve on the Executive Council for a term of three years.

f. Diversity and Inclusion Chair

- 1) The Chair of the Diversity and Inclusion Committee shall be appointed by the Executive Council.
- 2) The Chair shall serve a three-year term. The Chair may serve a second three-year term at the discretion of the President or Executive Council.
- 3) The Chair shall hold a seat on the ANS Executive Council.
- 4) The primary role of the Diversity Chair is to assure there is balanced representation of all ANS members by upholding the Resolution on Diversity of Meeting Presenters and Participation for American Neurotology Society and American Otological Society.
- 5) The Diversity Chair will report to the Executive Council concerns and requests of members expressing inequity or underrepresentation in administrative and educational activities.
- 6) The Chair shall be a member of the Education Committee.

g. Members-at-Large (3)

- 1) The function of these three Council members shall be to informally solicit the comments of the general membership regarding the affairs of the Society, to present these issues at the Council meetings, and to advise the Council regarding them.
- 2) The term for Member-at-Large is three years, one member rotating off every year.

2. LIAISON MEMBERS

a. Executive Council Liaison Members

Liaison members selected by the Executive Council shall report directly to the Executive Council. An Officer of the Executive Council shall be appointed as a liaison member by the Executive Council to the following allied organizations:

- 1) Otolaryngology & Neurotology Board of Directors, Inc.
 - a. The Secretary-Treasurer of the ANS shall serve as one of the liaison members to Otolaryngology/Neurotology, Inc.
 - b. The Council shall appoint other liaison members as required by the Bylaws of Otolaryngology/Neurotology, Inc. and as needed by the Board of Directors of Otolaryngology/Neurotology, Inc. The term for the ANS representative to the Otolaryngology/Neurotology Board of Directors shall be three years, with the possibility of a second three-year term.

- 2) American Academy of Otolaryngology-Head and Surgery Foundation Board of Governors (three-year term).

b. Committee/Subcommittee Liaison Members

Liaison members, of necessity, must be selected from ANS members who belong to both the appropriate ANS committee/subcommittee and the appropriate committee/subcommittee of the professionally related organization.

Liaison members shall inform the chairperson of these related organizations of their dual capacity. They shall act toward these related organizations as goodwill ambassadors keeping these organizations informed of ANS activities and intents.

Liaison members shall record the activities of these related organizations. Committee/subcommittee liaison members shall report to their own committee/subcommittee, which will, in turn, report directly or indirectly to the Executive Council.

c. Fellow Liaisons Members

Liaison members shall be selected by the President from the Fellows of the Society and shall be appointed by the President to related organizations and shall report directly to the Executive Council.

Eight liaison members shall be appointed to the *Otology & Neurotology* Board of Directors, four will come from ANS, one of which will be the ANS Secretary/Treasurer. (See a.1.) The other four will be selected from the members of the American Otological Society. Each appointee shall serve a three-year term. These appointments shall be staggered, such that one appointment terminates, and a replacement is appointed on an annual basis.

3. STANDING COMMITTEES 2023

- a. The Standing Committees of the Society shall be the:

- 1) Audit Committee
- 2) Constitution and Bylaws Committee
- 3) Education Committee
- 4) Nominating Committee
- 5) Membership and Credentials Committee
- 6) Research Committee
- 7) Scientific Program Committee
- 8) Socio-Economic Affairs Committee
- 9) Fellowship Committee
- 10) Diversity and Inclusion Committee
- 11) Young Members Committee (Early Career)

- b. The Standing Committees shall report at least once a year to the Executive Council, at the most proximal Council meeting prior to the annual Spring Business Meeting.

- c. The Committee reports shall be in the form of a written document and shall be distributed to the members of the Executive Council at least two weeks prior to the Council meeting.
- d. The Standing Committees shall develop their own policy and procedure guidelines, as necessary.
- e. Chairpersons of Standing Committees shall serve for a three-year term.
- f. Chairs of the Standing Committees may not be appointed to consecutive terms of office except under extenuating circumstances when at the discretion of the President, a Chair may be appointed to a second three-year term of office when leadership continuity is deemed essential for the vitality and function of the Standing Committee.
- g. Tenure of Chairpersons
Standing Committee Chairpersons and Subcommittee Chairpersons shall, at the discretion of the President, serve for a period of three years. If many committees are created in any year, it may be necessary, in the interest of the Society continuity, to exceed this number. It should be noted that the President has the power to replace individual Chairpersons at any time, at shorter intervals, should he/she see fit to do so.
- h. Committee/Subcommittee Members
Members shall be appointed or re-appointed annually by the incoming President. Members shall serve three-year terms, but, at the discretion of the President, may continue to work with the same committee/subcommittee for a second term.
- i. Consultants
The President may appoint Consultants, i.e., member or non-member physicians or Ph.D.'s, to the various committees and subcommittees. Whenever possible, membership shall be selected from the Society roster, but, in extraordinary circumstances, outside expertise may be drawn upon. Consultants may not vote and may not serve for more than two years.
- j. The charges to the Standing Committees are as follows:

1) Audit Committee

- a) The Chairperson shall NOT be a member of the Council
- b) The Committee shall consist of three members
- c) The Committee shall audit/review the Society's accounting books, point out any possible discrepancies and make recommendations to correct them and/or to improve the financial methods of the Society.
- d) The Committee shall monitor the Society's financial reports annually and report to the membership at the Spring Business meeting.

2) Constitution and Bylaws Committee

- a) The Committee shall periodically review the Bylaws and make recommendations to the Council, such that any changes approved by the Council may be voted on by the general membership at the Business meeting in the Fall or the Spring.
- b) Review the annual committee report at the Spring Council Meeting, such that it may be voted upon at the Fall or Spring General Business Meeting.

3) Education Committee

- a) The Education Committee is responsible for coordinating and implementing the CME programs of the ANS. This includes, but is not limited to, the annual Fall and Spring Educational Programs.
- b) The Chairs of the Research, Diversity and Inclusion, Young Members, Socio-Economic Committees and Study Groups Sub-committee shall be non-voting members of the Education committee.
- c) The Director of the Education committee shall serve on the Executive Council and be an ex-officio member of the Scientific Program Committee.

4) Nominating Committee

- a) The Committee shall consist of the following:
 - 1) President
 - 2) Previous two (2) Past Presidents
- b) The Chairperson shall be the most senior Past President.
- c) The Executive Council shall determine a list of suitable candidates for each of the following positions:
 - 1) President-Elect
 - 2) Secretary-Treasurer
 - 3) One Member-at-large
 - 4) Education Director
 - 5) Chair of Diversity and Inclusion Committee

The Nominating Committee will determine the final slate of Officers/Council Members.
- d) The Committee shall recommend changes in the definitions of the roles of the officers of the Society, and modifications in the charges to the committees of the Society. The final slate will be elected at the Fall General Business Meeting.

- e) The Chair of the Nominating Committee shall submit nominations to the general membership at the Fall Business Meeting. The Chair of the Nominating Committee will select someone to close the nominations. This person may not be a Council member.
- f) A vote will be taken at the Fall Business meeting to accept the slate of Officers as presented.
- g) The elected slate of Officers will be inducted at the Spring Business meeting and their term will begin immediately following the conclusion of COSM.

5) Membership and Credentials Committee

- a) The Committee shall receive the applications for membership with supporting documents. The applications shall be circulated to the members of the Committee. The Committee shall review the candidate's qualifications for membership in the Society.
- b) The Committee shall report to the Executive Council on the complete applications pending before the Society with appropriate recommendations.
- c) The Executive Council shall have the sole right to reject the candidate's qualifications and the sole right to nominate for Membership. The review of the candidate by the Executive Council shall be done by mail, email or FAX. Their votes are to be returned to the Chairperson of the Membership and Credentials Committee.
- d) If any candidate receives a "No" vote from any member of the Committee, a tally of the votes and a written summary shall be forwarded to the Executive Council for review. The candidate shall be advised of the delay. The general membership shall not be advised of the delay. The Executive Council shall review each application and the majority vote of the Executive Council shall apply. Then, if a candidate is not accepted, he/she shall be notified that the application for membership has not been approved, and that the individual has the right to appeal within 3 months, and then to appear before the Executive Council.
- e) The Secretary-Treasurer shall announce the candidates for membership who have been approved by the Executive Council. This announcement to the eligible voting members shall be accompanied by an electronic ballot, which shall be returned to the Chairperson of the Membership and Credentials Committee for tallying.
- f) Any candidate vetoed by 8% of the voting members shall be ineligible for membership. Ineligible applicants may reapply the next calendar year.
- g) The Chairperson shall welcome new members at the Spring Business meeting.

6) Research Committee

- a) The Chairperson shall NOT be a member of the Council.

- b) The Committee shall review/score the ANS Research grant applications and make recommendations for funding to the Executive Council
- c) The Committee Chair shall be charged with preliminary review of any outside requests to survey the general membership. The Committee Chair will make recommendations to the Executive Council based on the relevancy of the survey to the mission of the Society.
- d) The Chairperson shall be a voting member for the ANS Trainee Award*.
- e) Through their liaison members, the Committee shall keep the Society apprised of the activities of the Association for Research in Otolaryngology (ARO) and the Research Committee of the Academy of Otolaryngology - Head & Neck Surgery (AAO-HNS).

7) Scientific Program Committee

- a) The Chairperson of the Committee shall be the current President of the Society and shall report to the Council and to the Education Committee.
- b) The Committee shall be responsible for the scientific programs of the Society. These may be structured around a specific topic, in which case papers/presentations may be invited from qualified individuals, whether or not they are members of the Society. Alternatively, the Committee may send out a general call for papers.
- c) The Committee shall be charged with review and scoring of abstracts; members of the Scientific Program Committee will actively participate in program development and may be called upon to be a moderator of the program.
- d) Electronic copies of the manuscript for both oral and poster presentation must be submitted to the journal *Otology & Neurotology* one month before the presentation takes place. Failure to comply will result in the presentation being withdrawn from the program.
- e) The Education Director and D/I Committee Chair shall be ex officio members of the committee.

8) Socio-Economic Affairs Committee

- a) The Committee shall identify and address the concerns of ANS members in the areas of practice matters, hospital relations, reimbursement problems, coding development, professional liability trends, certification and other related matters.
- b) The Committee shall monitor items with specific impact upon the Society.
- c) The Committee may be asked to publish Policy Statements in the Journals, *Otology & Neurotology* or *Otolaryngology Head & Neck Surgery*.

9) Fellowship Committee

- a) The Fellowship committee will monitor the status and practices of the ACGME approved Neurotology Fellowship Programs.

- b) The Fellowship committee will make recommendations to the Executive Council to present to the ABOHNS and ACGME/RRC regarding fellowship requirements, case volume, training duration and other elements of the training process.

10) Diversity and Inclusion Committee

- a) Membership of the Committee shall be determined by the President and the Chair and should be representative of the total ANS membership.
- b) The Committee shall review and uphold the Resolution on Diversity of Meeting Presenters and Participation for American Neurotology Society and American Otological Society.
- c) The Committee shall collect and continue to collect data on diversity in leadership roles, panel participation and other educational activities, and membership.
- d) The Committee shall maintain a database of members' demographics and specialty interests that can be used to select panelists and leadership roles.
- e) The Committee shall improve communication to members about diversity and inclusion issues via newsletters, focused seminars/panels at meetings, ANS website.
- f) The Committee shall encourage and support topics relevant to underrepresented minorities, including availability of educational content that will benefit all members to increase cultural competence. Areas of pertinence include gender and racial diversity issues, private vs. academic practice, implicit bias, and health disparities.
- g) The Chairperson shall be a member of the Executive Council.

11) Young Members Committee (Early Career)

- a) The Co-Chairs of the Young Members Committee shall be appointed by the President based on the recommendations of the Young Members Committee.
- b) The Co-Chairs shall serve for no more than three years.
- c) There will be a staggered start to their term of office to assure continuity of leadership.
- d) A Co-Chair of the Young Members Committee or their representative will have a seat on the Education committee.
- e) The Co-Chairs of the Young Members Committee will encourage and guide the education, participation, representation and communication of the young members amongst themselves and with the other members of the ANS.
- f) Membership of the ANS Young Members Committee shall consist of any interested neurotologist in his/her first 8 years of practice.

- g) The Committee shall maintain a forum within the ANS dedicated to issues of interest to members in their first 8 years of practice.
- h) The Committee shall provide a yearly or bi-annual forum to discuss issues particularly relevant to ANS young members.
- i) The Committee shall foster relationships among ANS young members and create opportunities for collaboration, mentorship and camaraderie.
- j) The Committee shall facilitate information and resource sharing among Young Members.
- k) The Committee will encourage and guide the education, participation, representation and communication of the young members amongst themselves and with the other members in the ANS.

4. STUDY GROUP SUB-COMMITTEE

- a) The Study Group Sub-Committee shall fall under the responsibility of the Education Committee and be responsible for and provide oversight to the educational content of the Study Group portion of the ANS Fall meeting, generally, but not limited to, the Saturday morning prior to the AAO-HNSF Annual Meeting. The Study Groups are not, however, limited to that portion of the Fall meeting and may propose educational content for other meetings at other times. Additional proposed educational time within the ANS educational offerings shall be at the discretion of the President.
- b) Each study group shall have two coordinators who direct, plan, and oversee the educational content of the study group.
- c) The term of the study group coordinators shall be four years unless compelling circumstances suggest a second four-year term at the discretion of the President and approval by the Executive Council. The study group coordinator terms will be offset by 2 years, to allow for staggering of study group coordinator terms to promote continuity.
- d) Applications for study group coordinator shall be reviewed by the Education Committee and Executive Council, who shall appoint the study group coordinators.
- e) The Study Group Sub-Committee shall be composed of the coordinators of the study groups, the Education Director, the Chair of the Diversity and Inclusion Committee, and the President.
- f) The Study Group Sub-Committee will be represented at the Education Committee by one Study Group Coordinator from each Study Group.
- g) The current study groups include the Vestibular Disorders Study Group, the Facial Nerve Study Group, the Vestibular Schwannoma Study Group, and the William House Auditory Implant Study Group.
- h) Study Group topics are determined by the Study Group Coordinators.
- i) Allocated length of time for presentation of the individual study groups shall be at the discretion of the Education Committee/meeting footprint.

- j) Additional study groups may be proposed and added through an application process to the Education Committee. Proposers of additional study groups must be Fellows of the ANS in good standing.

5. AD HOC COMMITTEES

- a) The President, with the approval of the Council, may appoint Ad Hoc Committees when appropriate.
- b) The Ad Hoc Committees shall report at least once a year in the form of a written document to the Executive Council, at the most proximal Council meeting prior to the Annual Spring Business Meeting.
- c) The Ad Hoc Committees shall develop their own Policy and Procedure guidelines, as necessary.
- d) Tenure: Ad Hoc Committee chairpersons and Subcommittee chairpersons shall, at the discretion of the President, serve a three-year term. If many committees are created in any year, it may be necessary, in the interest of Society continuity, for the President to limit or extend an individual Chairperson's term of appointment. It should be noted, of course, that the President has the power to replace individual chairpersons at any time, at shorter intervals, should he/she see fit to do so.
- e) Ad Hoc Committee/Subcommittee Members: Members shall be appointed or re-appointed annually by the incoming President. Members shall normally serve a three-year term, but, at the discretion of the President, may continue to work with the same committee/subcommittee on a Consultant basis.
- f) Consultants: The President may appoint Consultants to the Ad Hoc Committees and Subcommittees. Whenever possible, membership shall be selected from the Society roster, but, in extraordinary circumstances, outside expertise may be drawn upon. Consultants may not vote and may not serve for more than two years.
- g) The current Ad Hoc Committees of the Society (2022) are:
 - 1. **ANS Video Repository Committee**
 - 2. **Social Media Committee**

6. AWARDS AND LECTURESHIPS 2023:

AWARDS 2023

1) Trainee Award

The Society offers an award for the best clinical or basic science paper in neurotology submitted by a resident or fellow in training in the field of Otolaryngology - Head & Neck surgery. Residents from any approved residency program or fellows in neurotology in the United States or Canada are eligible to compete. The candidate selected by the Selection Committee shall present the Trainee Award Abstract as a podium presentation at the Annual Spring Meeting of the Society.

- a) The Selection Committee shall consist of the following:
 - 1) President
 - 2) President-Elect
 - 3) Secretary-Treasurer
 - 4) Chairperson of the Research Committee
- b) The Selection Committee shall select the best candidate manuscript for the Trainee Award and presentation.
- c) The Society currently awards \$1000.00 to the candidate selected by the Committee. A certificate or plaque will also be presented.

2) The Neurotology Fellows Scholarship Award

The Society offers one or more awards to reward scientific excellence. These are intended to subsidize travel expenses incurred while giving a scientific presentation at the annual meeting of the Society. Applicants must be full-time participants in an ACGME approved Neurotology Fellowship. The Fellow must be both podium presenter and first author of the paper submitted for publication. The material presented during the Fellowship year need not have been performed during the Fellowship; it may derive from earlier work performed during the residency or from extracurricular research experience.

The applicants shall submit a cover letter, a supporting letter from the Fellowship Director to verify qualifications and a detailed abstract to the President one month prior to the meeting. A detailed abstract describing the proposed presentation is the minimum requirement. Additional material describing the work-in-progress in greater detail may also be submitted for consideration. While a mature manuscript is helpful at the time of the application, it is not a requirement.

The recipients of the awards are expected to submit a paper suitable for publication in *Otology & Neurotology*, following the *O&N* guidelines for authors, one month prior to the annual Spring meeting of the Society.

The candidate selected by the Selection Committee shall present the Neurotology Fellows Scholarship Award abstract as a podium presentation at the Annual Spring Meeting of the Society.

- a) The Selection Committee shall consist of the members of the Executive Council.
- b) The Selection Committee shall select the best candidate for the Neurotology Fellows Scholarship Award.
- c) The Society currently awards one or more awards of \$1000.00 each to the candidate(s) selected by the Committee.

3) The Nicholas Torok Vestibular Award

The Society offers an award for the best lecture on an innovative observation, experience or technique in the field of vestibular basic science, i.e., physiology, pathology or subjects serving clinical progress. The candidate selected by the Selection Committee shall present the Nicholas Torok Vestibular Award Lecture as a podium presentation at the Annual Spring Meeting of the Society.

- a) The Selection Committee shall consist of the members of the Executive Council.
- b) The Selection Committee shall select the best candidate for the Nicholas Torok Vestibular Award and presentation.
- c) The Selection Committee shall preferably select a candidate from the membership of the Society or upon specific merit of any MD and or PhD.
- d) The Society currently awards \$1500.00 to the candidate selected by the Committee.
- e) The recipients of the awards are expected to submit a paper suitable for publication in *Otology & Neurotology*, following the O&N guidelines for authors, one month prior to the annual meeting of the Society.

4) The Silverstein Award

In conjunction with the AAO-HNSF, the ANS sponsors a joint research grant for new investigators in the areas of pathogenesis, pathophysiology, diagnosis, prevention, or treatment of otologic, neurotologic, and skull base diseases and disorders.

- a) This grant, currently in the amount of \$25,000.00 for two years (\$12,500 each year) is awarded based on the eligibility requirements established jointly by the ANS and AAO-HNS.
- b) Applications are reviewed by members of the Centralized Otolaryngology Research Efforts (CORE) program, one of whom is an ANS Research Committee representative.
- c) The recipient of the grant is announced at the Spring Business Meeting.
- d) No publications or verbal presentations are required to result from this award; however, if any do result, they are to be presented at an ANS meeting.

5) The ANS Research Grant

The purpose of the Research Grant is to encourage and support academic research in sciences related to the investigation of otology and neurotology. Appropriate areas of research include diagnosis, management, and pathogenesis of diseases of the ear and/or skull base. Grants that focus on addressing clinical gaps are especially encouraged. Grants may involve cell/molecular studies, animal research, or human subjects research. The maximum award request is \$25,000 per year (US dollars) and is annually renewable on a competitive basis. Indirect costs (overhead) are not allowed. Grants are available to physician investigators in the United States and Canada only. The ANS currently (2020-2021) funds up to three (3) Research grants per funding cycle.

- a) Applications are reviewed by the Research Committee
- b) The Chair of the Research Committee makes recommendations for funding to the Executive Council
- c) Executive Council selects recipient(s) in the Spring
- d) Funding begins in July with biannual payments of \$12,500 for a total of \$25,000.

6) The Noel Cohen Award for Significant Contributions to Otology/Neurotology

A bequest from the Estate of Noel Cohen, MD established the Noel Cohen Award for Significant Contributions to Otology/Neurotology. The Executive Council shall select an Otolologist/Neurotologist who has made significant contributions to the field of Otology/Neurotology to receive this award. The Award will be given annually, with the funds taken from the interest earned on the corpus of the bequest. The Award will be administered by the Society, specifically the Executive Council of the Society. The Award shall not exceed an honorarium of \$1,000 each year. Coach airfare, a hotel room for up to two nights, and reimbursement for other reasonable travel expenses will be provided. The awardee shall make brief remarks to the Society membership upon receipt of the Award presented at the Spring ANS meeting.

7) The Michael E. Glasscock, III, MD Award of Merit

The Society offers an award for the highest ranked abstract submitted for presentation at the Spring Meeting as selected by the Scientific Program Committee shall present The Michael E. Glasscock, III, MD Award of Merit Lecture as a podium presentation at the Annual Spring Meeting of the Society.

- a) The Selection Committee shall consist of the members of the Scientific Program Committee.
- b) The Scientific Program Committee shall select the highest-ranked abstract submitted for presentation at the spring meeting via blinded review and ranking of all submitted abstracts.
- c) The only criteria is to be the highest-ranked abstract as determined by the blinded ranking process—non-members and non-physicians are eligible for the award.
- d) The Society currently awards \$1500.00 to the candidate selected by the Scientific Program Committee.
- e) The recipient of the award is expected to submit a paper suitable for publication in *Otology & Neurotology*, following the O&N guidelines for authors, one month prior to the annual meeting of the Society.

8) Herbert Silverstein Award for Research Excellence in Otology/Neurotology

The Estate of Herbert Silverstein, MD will established the Herbert Silverstein Award for Research Excellence in Otology/Neurotology via a planned gift to the Society of \$100,000.

- a) The Selection Committee shall consist of the members of the Executive Committee.
- b) The award will be given annually to a trainee (Otolaryngology resident/Neurotology fellow) or early career clinician (1st 5 years of practice) for the best research manuscript submission for presentation at the annual ANS Spring Scientific Meeting on the topics of Meniere's disease, vestibular diseases, cochlear implants, vestibular schwannomas and otosclerosis.
- c) The Society will award \$1500.00 to the candidate selected by the Executive Committee. The Society will fund the award beginning in 2024 out of the society's operating account and continue to award during Dr. Silverstein's lifetime. Henceforth, upon his death, the award will be given from the corpus of the gift.
- d) The recipients of the awards are expected to submit a paper suitable for publication in *Otology & Neurotology*, following the O&N guidelines for authors, one month prior to the annual meeting of the Society.

LECTURESHIPS

1) The William House Memorial Lectureship

The Society may offer a lectureship to support a scientific presentation by an outstanding neurotologist, neuroradiologist, neurobiologist, neurosurgeon, or researcher in an area of interest to neurotologists. This lecture will be given during the ANS Scientific Session at COSM and is scheduled at the discretion of the President. Coach airfare, a hotel room for up to two nights, and reimbursement for other reasonable travel expenses will be provided. The lectureship will include a modest honorarium. The President selects the lecturer.

2) The William E. Hitzelberger Memorial Lectureship

The Society offers a lectureship to support a scientific presentation by a neurosurgeon, neurologist, neuroradiologist or neurobiologist on an area of interest to neurotologists. This lecture is given during one of the ANS Scientific Program, either at COSM or in the Fall. Scheduling of this lecture will be at the discretion of the President. Coach airfare, a hotel room for up to two nights, and reimbursement for other reasonable travel expenses will be provided. The lectureship will include a modest honorarium. The President may consult with the President-elect to select the lecturer.

3) The Franklin M. Rizer Memorial Lectureship

The Society may offer a lectureship to support a scientific presentation by an outstanding neurotologist, neuroradiologist, neurobiologist, neurosurgeon, or researcher in an area of interest to neurotologists. This lecture will be given during the ANS Fall Scientific Session and is scheduled at the discretion of the President. Coach airfare, a hotel room for up to two nights, and reimbursement for other reasonable travel expenses will be provided. The lectureship will include a modest honorarium. The President selects the lecturer.

Appendix III 2023 CME Policies

Purpose

The American Neurotology Society (ANS) is committed to improving public health care through the provision of high-quality continuing medical education (CME) to our members. The overall goal of the ANS Continuing Medical Education program is to provide CME activities that will address the knowledge gaps and enhance the clinical competence of the participants. The ANS is dedicated to improving public health care through the development, dialogue and dissemination of advances in evidence-based diagnosis and management of neurotologic and related skull base disorders. The focus on the scientific advances in these combined fields is translated into approaches to quality care that are consistent with ACGME/ABMS general competency areas and the Institute of Medicine recommendations.

Target Audience

The primary target audience includes members of both the American Neurotology Society and our sister Society, the American Otological Society as well as healthcare professionals in the fields of otology, otolaryngology neurotology and skull base research and healthcare. The members served include physicians, otologists, neurotologists, residents, fellows, researchers, audiologists, nurses, occupational and speech therapists and other healthcare professionals who are involved in the care of patients with otologic and neurotologic conditions.

Types of Activities Provided

In order to accomplish the goals of the ANS CME program, the Education committee will offer a range of activities with specific educational outcomes in mind. Current offerings include:

- Scientific symposia, delivered twice per year at national venues, showcasing the latest research in the field and featuring national and international experts on related clinical topics.
- Study groups & mini-seminars offered at the annual meeting of the American Academy of Otolaryngology-Head and Neck Surgery.
- Webinars and newsletters.
- Facilitation of manuscript submission on presented materials for publication in a peer reviewed journal (print and open access versions of *Otology & Neurotology*).
- Both print and open access versions of *Otology & Neurotology* Journal provide an additional vehicle for further collaboration and dissemination of new information, science and standards of care.

Content

The content of the ANS CME program centers on clinical issues related to Neurotology and disorders of the skull base. The ANS also strives to respond to our members' educational needs that are not being

met by other organizations, and therefore also offers activities in the areas of risk management, patient safety, physician-patient communications, coding, HIPAA compliance, and other regulatory issues as they relate to Neurotology. The educational efforts will also highlight the ACGME/ABMS general competencies within the context of this field and relate the significance of communication, professionalism, patient safety and systems-based practice within these workplace environments.

Expected Results

The CME program of the ANS strives to enhance the participants' knowledge and clinical competence in subject areas relevant to the field of Neurotology. The other expected outcome from this CME program is continued development of new evidence-based science, dissemination of ongoing research in the clinical area of Neurotology.

Scientific Meetings

A minimum of two Scientific Meetings shall be held at a time and place to be agreed upon by the Council, whenever possible in conjunction with the annual spring meetings of the Combined Otolaryngology Spring Meetings (COSM) and with the annual meeting of the Academy of Otolaryngology - Head and Neck Surgery.

CME Policies:

The Director of the Education Committee will maintain and update the CME policies and present them to the Executive Council at least annually. These will be attached to the by-laws as "CME Policies Appendix III 20xx" to accurately reflect the academic year for which those policies are active.

In conjunction with the Combined Otolaryngology Spring Meetings (COSM) a program on the latest developments in the field, is presented in a didactic format with open discussion of each paper or group of papers. In association with the annual meeting of the American Academy of Otolaryngology-Head & Surgery, the ANS Fall Program is comprised of panels, guest speakers, and experts in the field concentrating on subject areas relevant to the field of Neurotology.

This Continuing Education Mission Statement is to be reviewed annually at the Spring Executive Council meeting. Section (a) will be included in the annual Call for Papers to direct interested parties in the type of presentations, which are consistent with the ANS CME Mission Statement.

The following statement shall appear in every ANS program announcement: The American Neurotology Society complies with the Accreditation Council for Continuing Medical Education (ACCME) continuing medical education for physicians. The American Neurotology Society will comply with assigned number of credit hours in Category 1 of the Physician's Recognition Award of the American Medical Association and related ABOHNS MOC credits. Members designated for the activity. Attendees should claim credit only for those hours actually spent in this CME activity.

In accordance with the ACCME Essential Areas and Policies, it is the policy of the American Neurotology Society to ensure balance, independence, objectivity and scientific rigor in all of its educational activities. **All authors, panelists, guest lecturers, Education and Program committee members, moderators, administrative staff and any other contributing individuals who may be in a position to control content of a CME activity are responsible for disclosing any potential conflict of interest or any significant financial or other relationships with the manufacturer(s) of any commercial product(s) or provider(s) of any commercial service(s) discussed in an educational presentation.** The purpose of this form is to identify and resolve all potential conflicts of interests that arise from financial relationships with any commercial or proprietary entity that produces healthcare-related products and/or services relevant to the content the participant is planning, developing, or presenting for this activity. This includes any financial relationships within the last twelve months, as well as known financial relationships of the participant’s spouse or partner. To further ensure there is no relevant conflict of interest, the presentations will be peer-reviewed by members of the ANS ~~CME~~ Education Committee to identify, address, and resolve any potential conflict of interest prior to the CME activity taking place. In the event a relevant conflict of interest is noted, one or more of the following actions will be initiated. The presenter will be contacted and asked for clarification or additional information; the presenter will refrain from making recommendations regarding products or services and limit presentation to current evidence/science/research; or an alternate speaker will be chosen in which no conflict of interest is disclosed. The intent of this policy is not to discourage speakers who have relationships with commercial entities from presenting, but to identify these relationships to the listeners so that they may form their own judgments. The American Neurotology Society is committed to the non-promotional advancement of knowledge and science and to a free exchange of medical education in otology and neurotology.

Appendix IV 2014:

Indemnification

Definitions

For the purposes of this Article, the following terms are defined as follows:

- a. References to “this Society” shall include, in addition to the surviving Society, any merging society/corporation (including any society/ corporation having merged with a merging society/corporation) absorbed in a merger which, if its separate existence had continued, would have had the power and authority to indemnify its officers, Executive Council members, committee/ subcommittee members, employees or agents so that any party who was an officer, Executive Council member, committee/subcommittee member, director, advisory director, employee or agent of another society/corporation, partnership, joint venture, trust or other enterprise, shall stand in the same position under the provisions of this Article with respect to the surviving society/ corporation as such party would have with respect to such merging society/corporation if its separate existence had continued.
- b. References to “other enterprises” shall include employee benefits plans.

- c. References to “fines” shall include any excise taxes assessed on a party with respect to an employee benefit plan
- d. References to “serving at the request of this Society” shall include any service as an officer, Executive Council member, committee/ subcommittee member, employee or agent of this Society which imposes duties on or involved services by such officer, Executive Council member, committee/subcommittee member, employee or agent with respect to an employee benefit plan, its participants, or beneficiaries. A party who acted in good faith and in a manner the party reasonably believed to be in the best interest of the participants and beneficiaries of an employee benefit plan shall be deemed to have acted in a manner not opposed to the best interests of this Society” as referred to in this Article.

2. Basic Indemnification

- a. This Society may indemnify any person who was or is a party, or is threatened to be made a party to any threatened, pending or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative (other than an action by or in the right of the Society) by reason of the fact that the party is or was an officer, Executive Council member, committee/ subcommittee member, employee or agent of this society, or was serving at the request of this Society as an officer, Executive Council member, committee/subcommittee member, employee or agent of another society/corporation, partnership, joint venture, trust or enterprise, in which it is a society/corporation member or owns shares of capital stock or of which it is a creditor, against expenses (including attorneys’ fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by the party in connection with such action, suit, or proceeding if the party acted in good faith and in a manner the party reasonably believed to be in, or not opposed to, the best interests of this Society and with respect to any criminal action or proceeding, had no reasonable cause to believe the party’s conduct was unlawful.
- b. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of non-contendere or its equivalent shall not, of itself, create a presumption that the party did not act in good faith and in a manner which the party reasonably believed to be in or not opposed to the best interests of this Society, and, with respect to any criminal action or proceeding, had reasonable cause to believe that the party’s conduct was unlawful.
- c. It is intended that the scope of this indemnification provision shall at all times be as extensive as that allowed by the applicable statutes of the State in which the Society is registered, as they are amended from time to time.

3. Actions by or in the Right of this Society

- a. This Society may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action or suit by or in the right of this Society to procure a judgment in its favor by reason of the fact that the party is or was an officer, Executive Council member, committee/subcommittee member, director, advisory director, employee or agent of

another society/corporation, or is or was serving at the request of this Society as an officer, Executive Council member, committee/ subcommittee member, employee or agent of another society/corporation, partnership, joint venture, trust or another enterprise in which it is a society/corporate member or owns shares of capital stock or of which it is a creditor, against expenses (including attorneys' fees) actually and reasonably incurred by the indemnified party in connection with the defense or settlement of such action or suit if the party acted in good faith and in a manner the party reasonably believed to be in or not opposed to the best interests of this Society.

- b. No indemnification shall be made in respect of any claim, issue, or matter as to which such party shall have been adjudged to be liable for negligence or misconduct in the performance of the party's duty to this Society unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such party is fairly and reasonable entitled to indemnity for such expenses which such court shall deem proper.

4. Indemnification when Successful on the Merits

To the extent that an officer, Executive Council member, committee/subcommittee member, employee or agent of this Society has been successful, on the merits or otherwise, in defense of any action, suit, or proceeding referred to in this Section 1 and 2 or in defense of any claim, issue, or matter therein, the party shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by the party in connection therewith; provided, however, nothing contained in the section shall limit the ability of this Society to provide indemnity, including costs of counsel, as provided elsewhere in these bylaws.

5. Appropriate Authorization for Payment of Indemnification

Any indemnification under Sections 1 and 2 (unless ordered by a court) shall be made by this Society only as authorized in the specific case upon a determination that the indemnification of the indemnified party is proper in the circumstances because the party has met the applicable standard of conduct set forth in Sections 1 and 2. Such determination shall be made:

- a. By the officers by a majority vote of the quorum consisting of officers and the Executive Council members who were not parties to such action, suit, or proceeding, or
- b. If a quorum is not obtainable, or even if obtainable, if a quorum of disinterested officers or Executive Council members or directs, by independent legal counsel in a written opinion, or
- c. By the members of the Society.

6. Payment in Advance of Final Disposition

Expenses (including attorneys' fees) incurred in defending a civil or criminal action, suit or proceeding may be paid by this Society in advance of the final disposition of such action, suit or proceeding as authorized in the manner provided in Section 4 upon receipt of a written undertaking by or on behalf of an officer, Executive Council member, committee/ subcommittee member,

employee or agent of this Society to repay such amount unless it shall ultimately be determined that the party is entitled to be indemnified by this Society.

7. Non-exclusivity of Indemnification Rights

The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of the disinterested officers and the Executive Council members, or otherwise, both as to action in the party's official capacity and as to action in another capacity while holding such office and shall continue as to a party who has ceased to be an officer, Executive Council member, committee/ subcommittee member, employee or agent and shall inure to the benefit of the heirs, executors, administrators of such a party.

8. Purchase of Director and Officer Liability Insurance

This Society may purchase and maintain insurance on behalf of any party who is or was an officer, Executive Council member, committee/subcommittee member, employee or agent of this Society, or who is or was serving at the request of this Society as an officer, Executive Council member, committee/ subcommittee member, director, advisory director, employee or agent of another society/corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against such party and incurred by such party in any such capacity or arising out of the party's status as such, whether or not this Society would have the power to indemnify such party against such liability under the provision of this Article.

Bylaws and Appendices reviewed and approved by the ANS Executive Council 05/16/2024