

BYLAWS
OF
THE CONNECTICUT EAR, NOSE & THROAT SOCIETY, INC.
Updated 5/16/2023

ARTICLE I
GENERAL

These Bylaws are intended to supplement and implement applicable provisions of law and of the Certificate of Incorporation of the CONNECTICUT EAR, NOSE & THROAT SOCIETY, INC. (the “Corporation”) with respect to the regulation of the affairs of the corporation. The mission statement of the Connecticut Ear, Nose and Throat Society is to serve, represent and advance the science and the ethical practice of Otorhinolaryngology in the State of Connecticut. The Society promotes excellence in patient care and education in Otorhinolaryngology through the sponsorship of semi-annual meetings. The Connecticut ENT Society is dedicated to providing communication and fellowship to the members of the Otorhinolaryngologic Community in Connecticut through these meetings, providing updates on clinical care, scientific research, and patient advocacy. The Society is committed to providing care to all citizens of the state of Connecticut and to advancing health care access and equity for all.

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ARTICLE II
MEMBERS

SECTION 1. Qualification. Candidates for membership shall have qualifications as stated in paragraph 4 of the Certificate of Incorporation. Candidates shall be voted upon by the membership at the next regular meeting of the Members. An affirmative vote of three-fourths (3/4) of those cast by Members shall be necessary for membership. If elected, the candidate shall be given a copy of the Certificate of Incorporation and Bylaws and shall become a member by agreeing, in writing, to abide by the Certificate of Incorporation and Bylaws and by paying the dues and assessments for the current year.

SECTION 2.. Emeritus Members. Any Member of the Corporation who retires from active practice shall become an Emeritus Member and shall be relieved from annual dues. An Emeritus Member may vote and may be a member of any special or standing committee except for the Executive Committee. An Emeritus Member may not serve as the chairman of any committee.

SECTION 3. Honorary Members. Any outstanding scientist may be proposed for membership at any meeting. Such candidate shall be referred to the Committee on Admissions, and if approved by the Committee on Admissions, shall be voted upon at the next regular meeting of the Members. Honorary Members shall hold no office, shall have no vote, and shall pay no dues or assessments.

SECTION 4. Ancillary Members. Audiologists and other non-otolaryngologists including physician assistants, nurse practitioners and speech language pathologists may be elected as Ancillary Members. Ancillary Members shall be non-voting members. They may attend scientific meetings, but except by invitation of the President, shall not attend business meetings. Ancillary Members shall pay no dues but shall pay meeting registration fees.

ARTICLE III

MEETINGS OF MEMBERS

SECTION 1. Regular Meetings. The Corporation shall hold (2) regular meetings of Members each year, an Annual Meeting and a Semi-Annual Meeting. The Annual and Semi-Annual Meetings shall be divided into scientific, business and social parts.

SECTION 2. Annual Meeting. The Members shall hold an Annual Meeting following the Annual Meeting of the Board of Directors in the spring of each year. At the Annual Meeting, the Members shall elect the officers of the Corporation and transact such other business as may be properly brought before the meeting.

SECTION 3. Semi-Annual Meetings. The Members shall hold the Semi-Annual Meeting following the Semi-Annual Meeting of the Board of Directors in the fall of each year.

SECTION 4. Special Meetings. The President or the Board of Directors may call Special Meetings of the Members. A Special Meeting of the Members must be called by the President upon the written request of ten (10) active Members entitled to vote upon the issue or matter proposed to be considered at the requested Special Meeting.

SECTION 5. Notice of Meetings. Written notice stating the place, day and hour of the meeting of Members and, in case of a special meeting, the purpose (s) for which the meeting is called, shall be delivered not less than ten (10) or more than sixty (60) days before the meeting, in person, by telephone, telegraph, teletype, telefacsimile, electronic transmission or other form of wire or wireless communication or by mail or private carrier, by or at the direction of the Secretary to each Member of record entitled to vote at such meeting. Notice shall be deemed to be delivered at the earliest of the (i) when it is received; (ii) when it is transmitted by facsimile or other electronic means; (iii) five (5) days after it is deposited in the United States mail; or (iv) the date shown on any receipt obtained by a commercial delivery service or by the United States mail.

SECTION 6. Quorum. Ten (10) Members of the Corporation entitled to vote, represented in person or by proxy, shall constitute a quorum at any meeting of the Members provided that if less than ten (10) voting Members are represented at such meeting, a majority of the Members so represented may adjourn the meeting from time to time without further notice.

SECTION 7. Manner of Acting. If a quorum is present, the affirmative vote of the majority of the Members represented at the meeting shall be the act of the Membership, unless the vote of a greater number of the voting Members is required by law or the Certificate of Incorporation.

SECTION 8. Vote of Members. Each Member, Senior Member and Emeritus Member of the Corporation shall be entitled to one (1) vote upon each matter submitted to vote at a meeting of Members. Honorary Members and Ancillary Members shall not

be entitled to vote upon matters submitted to a vote at a meeting of the Members.

SECTION 9. Unanimous Written Consent. Any action required or permitted to be taken at a meeting of the Members may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by all of the Members entitled to vote with respect to the subject matter thereof.

ARTICLE IV

DISCIPLINE AND EXPULSION

SECTION 1. Unethical Conduct. The Board of Directors shall investigate reports of unethical conduct and criticism of unprofessional care by Members of the Corporation. After inviting a Member to attend a hearing of the Board, it may reprimand the Member, or refer the case to the county Medical Society Committee on Medical Ethics and Department having jurisdiction over such Member.

SECTION 2. Nonpayment of Dues. Members in arrears to the Corporation for two (2) years will be dropped. One month prior to the expiration of this period, notice of the above provision shall be sent to the delinquent Member by the Treasurer. A former Member, upon the full satisfaction of his/her indebtedness to the Corporation, may be reinstated to membership by the Committee on Admissions.

ARTICLE V

DIRECTORS

SECTION 1. Powers. The care, control and disposition of the property and funds of the Corporation and the management of its daily affairs shall be vested in a Board of Directors.

SECTION 2. Number, Election and Term . At the organizational meeting of the Corporation (or by a consent to action in lieu of the organizational meeting), the incorporator shall elect the initial Board of Directors, the terms of which shall expire at the first Annual Meeting of the Board of Directors. Thereafter, the Board of Directors

shall be comprised of the following Officers described in Article VII Officers: the President, President-Elect, Secretary, Treasurer, the immediate past President of the Corporation, and other Members appointed by the President. The term of each appointed officer shall coincide with their positions as Directors. Other members may be appointed by the president for a (1) year term, which maybe renewed at the discretion of the President.

SECTION 3. Removal. A Director may be removed from office at any time by the vote of the Members entitled to vote at a meeting of the Members called for that purpose.

SECTION 4. Vacancies. When there is a vacancy on the Board of Directors due to the fact that one Member is serving in more than one capacity on the Board of Directors, or caused by the death or retirement of an Officer, the Board of Directors shall make an appointment for the unexpired term of the vacancy. The term of a Director appointed to fill a vacancy shall expire at the next meeting at which Directors are appointed.

SECTION 5. No compensation. No Director shall receive any compensation for her or his services as a Director of the Corporation. The Corporation may reimburse any Director for any reasonable expenses incurred in the performance of her or his services as a Director of the Corporation.

ARTICLE VI

MEETINGS OF DIRECTORS

SECTION 1. Place of Meeting. Regular meetings of the Board of Directors may be held at such time and place, either within or without the State of Connecticut, as the Board may designate in its notice of meeting.

SECTION 2. Regular Meetings. The Corporation shall hold two (2) regular meetings of Directors each year, an Annual Meeting of the Board of Directors and a Semi-Annual Meeting of the Board of Directors.

SECTION 3. Annual Meeting. The Annual Meeting of the Board of Directors

shall be held in the spring of each year at the place, on the day and at the hour designated in the call therefore.

SECTION 4. Semi-Annual Meeting. The Semi-Annual Meeting shall be held in the fall of each year at such places and times as may be designated by the Chairman.

SECTION 5. Special Meetings. Special meetings of the Board of Directors may be held at any time and place upon call of the President, or upon call of any two (2) or more Directors.

SECTION 6. Notice. Appropriate notice of each meeting of the Board of Directors shall be given to each Director at least five (5) days prior to the time of the meeting. Any Director may waive notice of any meeting in writing or by attendance without protest at the meeting.

SECTION 7. Quorum. A majority of the number of directorships at the time shall constitute a quorum. Except as otherwise provided by law or these Bylaws, the act of a majority of the Directors present at any meeting at which a quorum is present at the time of the act shall be the act of the Board of Directors.

SECTION 8. Director Participation in Meeting by Telephone. A Director may participate in a meeting of the Board of Directors by, or conduct the meeting through the use of, any means of communication by which all Directors participating in the meeting may simultaneously hear one another, and participation by this means shall constitute presence in person at such meeting.

SECTION 9. Directors' Action Without Meeting. If the Directors severally or collectively consent in writing to any action taken or to be taken by the Corporation, such action shall be as valid as though it had been authorized at a meeting of the Board of Directors. The Secretary of the Corporation shall file consent or consents with the minutes of the meetings of the Board of Directors.

ARTICLE VII

OFFICERS

SECTION 1. Titles, Election, Duties, and Term of Office. The initial Board of

Directors shall appoint a President, President-elect, Secretary and Treasurer to serve until the first Meeting of Members at which officers are elected. At least thirty (30) days prior to the first Annual Meeting, and at least thirty (30) days prior to each subsequent Annual Meeting at which officers are to be elected, the President shall appoint a nominating committee composed of three (3) Members to prepare a ballot for President, President-elect, Secretary, Treasurer, and such other offices of the Corporation as the Directors from time to time deem appropriate. The election of Officers shall take place at an Annual Meeting of the Corporation, or by mail ballot returnable to the Corporation on the date and in the manner specified on the ballot, by a majority of those Members present and entitled to vote thereon, or, if elected by mail ballot, by a majority of those Members entitled to vote who actually do vote by mail. The duties of the officers shall be such as are specified below and such as usually pertain to such offices, as well as such as may be prescribed from time to time by the Board of Directors. The terms of office shall be two (2) years, and the officers shall take office immediately after the Annual Meeting at which they are elected.

SECTION 2. President. The President shall have general charge and direction of the business of the Corporation, shall represent the Corporation before the general public and shall perform such other duties as are properly required for her or him by the Board of Directors. Further, the President shall represent the Connecticut Ear, Nose & Throat Society to the Board of Governors of the American Academy of Otolaryngology-Head & Neck Surgery as Governor.

SECTION 3. President-elect. The President-elect shall assist the President in all the business of the Corporation, including legislative and educational functions and will succeed the President in the event of a vacancy before a scheduled election. Further, unless otherwise assigned by the President, the President-elect will represent the Connecticut Ear, Nose & Throat Society to the Board of Governors of the American Academy of Otolaryngology-Head & Neck Surgery as Governor, as Legislative Representative.

SECTION 4 Immediate Past President. Upon completion of the President's term,

the outgoing President will serve as the Immediate Past President, and shall assist the President in all the business of the Corporation, including legislative and educational functions. Further, unless otherwise assigned by the President, the Immediate Past President will represent the Connecticut Ear, Nose & Throat Society to the Board of Governors of the American Academy of Otolaryngology-Head & Neck Surgery as Public Relations Representative.

SECTION 5. Secretary. The Secretary- shall keep the minutes of the meetings of the Members and Board of Directors and shall give notice of all such meetings as required by these bylaws. The Secretary- shall have custody of such minutes, the seal of the Corporation and the records of the Corporation, except to the extent some other person is authorized to have custody and possession thereof by a resolution of the Board of Directors. The Secretary shall be a representative of the Society to the Medicare Contractor Advisory Committee (CAC), attend all meetings of the CAC, and report to the Board any relevant discussions at those meetings.

SECTION 6. Treasurer. The Treasurer shall keep the fiscal accounts of the Corporation, including an account of all moneys received or disbursed. The Treasurer shall be the alternative representative of the Society to the Medicare Contractor Advisory Committee (CAC), attend all meetings of the CAC, and report to the Board any relevant discussions at those meetings.

SECTION 7. Removal; Vacancies. Any officer may be removed at any time by the Board of Directors. Vacancies among the officers shall be filled by majority vote of the Board of Directors.

SECTION 8. Succession of Officers. Unless otherwise elected by the Members, new Directors elected to the Board may initially hold the office of Secretary. Upon completion of the term, the outgoing Secretary may hold the office of Treasurer. Upon completion of the term, the outgoing Treasurer may hold the office of President-Elect. Upon completion of the term, the outgoing President-Elect may hold the office of President. Upon completion of the term, the outgoing President will hold the office of Immediate Past President.

ARTICLE VIII

DUES

The annual assessment shall be recommended by the Board of Directors at the Annual Meeting and decided by a majority vote of the membership present. No Member will be required to pay dues after the age of sixty-five (65). Relief from paying dues in other cases shall be decided by the Board of Directors.

ARTICLE IX

COMMITTEES

SECTION 1. Standing Committees and their Duties. The Directors may appoint such Standing Committees, from time to time, as they believe are appropriate.

SECTION 2. Special Committees. Special committees may be appointed by the President to function until completion of the assignment or until the next Annual Meeting. They may be reappointed. The President shall appoint the chairman of the committee.

SECTION 3. Advisory Members. The President may appoint advisory members to any committee. Advisory members shall have no vote in committee and shall not be chairman.

SECTION 4. Nominating Committee. In accordance with Article VII Section 1, the President shall appoint three (3) members in good standing to this Committee. The President shall appoint the chairman of the committee.

ARTICLE X

FISCAL YEAR

The fiscal year of the Corporation shall commence on January 1 and end on December 31 of each year.

ARTICLE XI

CORPORATE SEAL

The corporate seal of the Corporation shall be circular in form with the name of the Corporation and the words "Connecticut and "Seal" Thereon.

ARTICLE XII

AMENDMENTS

The Certificate of Incorporation and these Bylaws may be amended at any Annual or Semi-Annual Meeting of the Members. These Bylaws may be altered, amended, added to or replaced by the affirmative vote of two-thirds (2/3) of the Members entitled to vote thereon who are present at the meeting. The proposed change shall have been introduced at the preceding Annual or Semi-Annual meeting of the Members. Any notice of meeting at which these Bylaws are proposed to be altered, amended, added to or repealed shall include notice of such action.