



**CERTIFICATE OF INCORPORATION
MISSION STATEMENT
CONSTITUTION
BYLAWS**

OF THE

**THE AMERICAN HEAD AND NECK
SOCIETY, INC.**

Revised June 2021

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CERTIFICATE OF INCORPORATION OF

THE AMERICAN HEAD AND NECK SOCIETY, INC.

Under Section 803 of the Not-for-Profit Corporation Law

1. The name of the Corporation is THE AMERICAN HEAD AND NECK SOCIETY, INC.

2. This Corporation has not been formed for pecuniary profit or financial gain, and shall not be conducted or operated for profit, and no part of the assets, income or net earnings of the Corporation is distributable or shall inure to the benefit of the directors, officers, or other private persons, except to the extent permitted under the Not-for-Profit Corporation Law. Upon the dissolution of this Corporation, no director, officer, or other private person shall be entitled to any distribution or division of its remaining property or its proceeds, and the balance of all money and property of the Corporation shall pass to, or shall inure to the benefit of, those organizations described in Section 201 of the Not-for-Profit Corporation Law and Section 501(c)(3) of the Internal Revenue Code of 1986, which are not private foundations described in Section 509(a) of such Code. Any such assets not so disposed of shall be disposed of by the Supreme Court of the State of New York for the County in which the principal office of the Corporation is then located, as provided by law, exclusively for such purposes or to such organization or organizations as said Court shall determine, which are organized and operated for the purposes set forth in Paragraph "3" below.

3. The purposes for which the Corporation is formed and the powers which may be exercised by the Corporation, in addition to the general powers set forth in Section 202 of the Not-for-Profit Corporation Law of the State of New York, are:

- A. to advance education, research, and quality of care for the head and neck oncology patient;
- B. to solicit, obtain, apply for, and spend funds in furtherance of any activities or purposes of the Corporation;
- C. in general, to do any and all acts or things and to exercise any and all powers which may now or hereafter be lawful for the Corporation to do or exercise under and pursuant to the laws of the State of New York for the purpose of accomplishing any other purpose of the Corporation as set forth herein;
- D. to engage in any and all lawful activities incidental to any of the foregoing purposes of the Corporation.

4. The Corporation is organized exclusively to achieve public objectives, including for such purposes, the making of distributions to organizations that qualify as exempt organizations described in Section 115 or Section 501(c)(3) of the Internal Revenue Code of 1986, provided that such organizations are not private foundations described in Section 509(a) of such Code. The Corporation shall not carry on any other activities not permitted to be carried out by a corporation exempt from federal income tax under Section 501(c)(3) of such Code or by a corporation contributions to which are deductible under Section 170(c)(2) of such Code (or the corresponding provisions of any future United States Internal Revenue Law.)

5. Nothing contained herein shall authorize this corporation to undertake or to carry out any of the activities specified in paragraphs (b) through (u) of Section 404 of the Not-for-Profit Corporation Law, or to establish, maintain or operate a hospital or to provide hospital service or health-related service, a certified home health agency, a hospice, a health maintenance organization, or a comprehensive health services plan, as provided for by Article 28, 36, 40 and 44, respectively, of the Public Health Law or to solicit, collect or otherwise raise or obtain any funds, contributions or grants from any source, for the establishment, maintenance or operation of any hospital or to engage in the practice of medicine or any other profession required to be licensed by Title VIII of the Education Law.

6. No substantial part of the activities of this Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office.

7. The Corporation is a corporation as defined in subparagraph (a)(5) of Section 102 of the Not-for-Profit Corporation Law, and it is a Type B Corporation.

8. The territory in which the Corporation's activities are principally to be located is the territorial limits of the United States of America, the Domain of Canada and the Pan-American countries.

9. The number and manner of election or appointment of the directors constituting the Board of Directors shall be as provided in the Bylaws, except that the number of said Board members shall not be greater than nineteen (19). Members of the Board of Directors need not be residents of the State of New York.

10. Management of the business and affairs of the Corporation is vested in the Board of Directors which shall use its best efforts to carry out in good faith the purposes of the Corporation.

11. To further the Corporation's objectives and purposes, the Corporation shall have and may exercise all of the powers conferred by the New York Not-for-Profit Corporation Law in pursuit of the purposes expressed in Paragraph THREE hereof. Without limiting the generality of the foregoing, the Corporation shall have power to sue and be sued, to own, take title to, receive

and hold, lease, sell and resell, in fee simple or otherwise, property real, personal or mixed wherever situated and however acquired, without limitation as to amount or value. The Corporation shall have authority to encumber property by deed of trust, pledge or otherwise; to borrow money and secure payment of same by lien or liens of the realty or personal property of the Corporation; to lease, build, erect, remodel, repair, construct and/or reconstruct any and all buildings, houses or other structures necessary, proper or incident to its needs and proposes; and to do any and all things incident to the carrying out of the objectives and purposes as stated and as limited herein. The Corporation shall have full powers of management, investment and reinvestment and the collection of all rents, revenues, issues and profits arising there from.

12. The Corporation is to have members.

13. The Corporation is to be divided into such classes of members as the Bylaws provide. The designation of each class of members, the manner of election or appointment, and the qualification and rights of the members of each class (including conferring, limiting, or denying the right to vote) shall be set forth in the Bylaws.

14. The Secretary of State of the State of New York is hereby designated as the agent of the Corporation upon whom process may be served, and the post office address to which the Secretary of State shall mail a copy of any such process served upon him is as follows: BSC Management Inc., 11300 W. Olympic Blvd, Suite 600, Los Angeles, CA, 90064, USA.

MISSION STATEMENT

1. The Mission of this Society is to advance education, research, and quality of care for the head and neck oncology patient.
2. The members of the American Head and Neck Society are committed to the following Values: Patient-Centered; Ethical; Collaborative; Innovative; Value-Based; Global.
3. The Goals of this Society are: to be the premier educational resource for head and neck surgery and oncology; to be the leader in the promotion of head and neck cancer research; to maximize member engagement; and to have sufficient organizational capacity to achieve the Mission.

ORGANIZATIONAL STRUCTURE

1. **Structure.** The Society organizational structure will be based on Divisions, Sections and Services under the leadership of the Executive Committee and the Council. The Glossary defines the terms and composition of the structural elements which are illustrated by the following organizational chart.
2. **Governance and Clarity.** It is important that the governance of the Society be clear to its membership therefore the “labeling” of various entities within the Society is important. There is a single Council for the Society. The use of the term “Council” therefore will be restricted to the Council of the American Head and Neck Society. The governing body of the AHNS is the elected Executive Committee and Council.
 - a. The Division and Section Chairs will be proposed by the Nominating Service and elected by the Society membership. The leadership and membership of the Services will be appointed by the Vice President.
3. **Glossary.** The following Glossary defines the terms and leadership of the organizational structure.
 - a. The **Officers** are the President, the President-elect, the Vice President, the Treasurer and the Secretary.
 - b. The **Executive Committee** will be comprised of the Officers (President, President-elect, Vice President, Treasurer and Secretary), the three immediate Past Presidents and the Division Chairs.
 - c. The **Council** will include the Executive Committee, the Section Chairs and the AHNS Research and Education Foundation Chair as voting members.

- d. A **Division** will be autonomous and will be represented by Executive Committee oversight in the Society. Division Chairs will be members of the Executive Committee. The Divisions are Education, Research, Patient Care and Administration. Divisions will provide high-level oversight of their assigned Services. Divisions can request that Sections take on certain projects for the Society. Divisions are led by Chairs.
4. A **Service** within the AHNS structure is a shared resource that supports Divisions and Sections; the Services are generic to the operational support of the Society's business. Services will provide shared core services to facilitate the educational, research, patient care and administrative goals for the Divisions and Sections. Services are led by Chairs.
5. A **Section** represents a subspecialty of head and neck surgical practice. The Sections are intended to represent the majority of practice areas within head and neck surgical oncology. The following Sections exist or will be created: Endocrine Surgery, Mucosal Malignancy, Reconstructive Head and Neck Surgery, Salivary Gland, Skin Cancer and Melanoma, and Skull Base Surgery. The Sections will focus their educational, research and patient care activities on a specific clinical area. Sections are led by Chairs.

CONSTITUTION

Article I

Section 1. The name of the Corporation shall be The American Head and Neck Society, Inc. (AHNS, Inc.)

This name represents the new corporation that was created by the merger of the former American Society for Head and Neck Surgery (ASHNS) and the former Society of Head and Neck Surgeons (SHNS). At the completion of this merger in 1998, these historical organizations ceased to exist.

Article II

Mission, Values, and Goals

Section 1. The Mission of this Society is to advance education, research, and quality of care for the head and neck oncology patient.

Section 2. The members of the American Head and Neck Society (AHNS) are committed to the following Values: Patient-Centered; Ethical; Collaborative; Innovative; Value-Based; Global.

Section 3. The Goals of this Society are: to be the premier educational resource for head and neck surgery and oncology; to be the leader in the promotion of head and neck cancer research; to maximize member engagement; and to have sufficient organizational capacity to achieve the Mission.

Article III

Section 1. Members of this Society shall be designated as Fellows, and shall consist of six categories:

- (a) Active
- (b) Honorary
- (c) International
- (d) Senior
- (e) Associate
- (f) Resident
- (g) Medical Student

Section 2. *Qualifications for Active Fellowship.* Active Fellows of this Society shall be those who maintain a license to practice medicine and who are actively engaged in prevention, diagnosis, treatment, reconstruction and rehabilitation of patients with neoplasms and other diseases of the head and neck. An applicant for election to Active Fellowship shall be a Diplomate of a particular specialty board or have credentials that are equivalent to those issued by member boards of the American Board of Medical Specialties. An applicant for election to Active Fellowship must be a Fellow of the American College of Surgeons, a Fellow of the Royal College of Surgeons (Canada), or have similar credentials. A significant portion of practice shall be concerned with managing patients with neoplasms and other diseases of the head and neck. Further qualifications and requirements for Active Fellowship are contained in the Bylaws.

Resident Fellows who successfully graduate from an ATC-accredited fellowship program will be automatically transitioned to Active Fellowship upon receipt of two letters of endorsement from their Chief/Chair and fellowship Program Director. If the Chief/Chair is also the fellowship Program Director, a second letter must be submitted from one of the program faculty in Active Fellowship standing. Once a Resident Fellow is elected to Active Fellowship they must then successfully complete the FACS credentialing process (or equivalent) within three years or their Active Fellowship status will be suspended until this requirement is fulfilled.

Section 3. *Qualifications for Honorary Fellowship.* Honorary Fellowship shall be conferred by the Executive Committee on an individual who has made outstanding contributions to the field of head and neck oncology.

Section 4. *Qualifications for International Fellowship.* An applicant for election to International Fellowship shall be a physician who is actively engaged in the prevention, diagnosis, treatment, reconstruction and rehabilitation of patients with neoplasms and other diseases of the head and neck and who resides in a country other than the United States or Canada. Special qualifications and/or requirements for International Fellowship are contained in the Bylaws.

Section 5. *Qualifications for Senior Fellowship.* Any Active Fellow, upon complete cessation of active practice, may request by writing to the AHNS a change in status to Senior Fellowship.

Section 6. *Qualifications for Associate Fellowship.* An applicant for election to Associate Fellowship shall be a physician, dentist, surgical educator or Advanced Practice Provider such as Nurse Practitioner or Physician Assistant, who has demonstrated a special interest in the field of head and neck oncology, but a significant portion of whose work may be concerned with managing patients with non-neoplastic diseases of the head and neck.

Section 7. *Qualifications for Resident Member.* A candidate for election to Resident Fellowship shall be a post-graduate trainee currently enrolled in, or a graduate of, an approved residency program in Otolaryngology, Plastic Surgery, or General Surgery or a current fellow-in-training of a fellowship program approved by the Advanced Training Council (ATC) in Head and Neck Surgical Oncology. The membership shall expire if the Resident Fellow has not submitted an application for Active Fellowship in the AHNS within five years after the completion of training.

Section 8. *Qualifications for Medical Student Fellowship.* An applicant for election to Medical Student Fellowship shall be enrolled in an accredited allopathic or osteopathic medical school. Applicants are exempt from the requirement to submit two letters of recommendation as specified in Article VI, Section 1 of these bylaws. The membership shall expire if the Medical Student Fellow has not submitted an application for Resident Fellowship within two years after completion of enrollment.

Section 9. *Privileges of Fellows.* All Fellows shall have the same rights and privileges except that only Active Fellows in good standing shall have the privileges of voting in the conduct of the affairs and business of the Society or of holding office or of being Chair of a Division, Service or Section.

Article IV Meetings

Section 1. The annual meeting of this Society shall be held at such time and place as may be fixed by the Council at its annual meeting.

Section 2. The annual meeting shall consist of at least one scientific session and one business session.

Section 3. The scientific session shall be open to all Fellows of the Society and members of the medical profession. Attendance at any business session is limited to Fellows of the Society.

Section 4. Only Active Fellows in good standing shall have the privilege of a vote in conduct of the affairs and business of the Society.

Article V Officers

Section 1. The officers of this Society shall be President, President-elect, Vice President, Secretary, and Treasurer.

Article VI Council

Section 1. The governing body of this Society shall be the Council, consisting of the President, President-elect, Vice President, Secretary, Treasurer, and Past Presidents (for a period of three years following the termination of term of office), the Division Chairs, the Section Chairs, and the Chair of the AHNS Research and Education Foundation. The Executive Committee shall consist of the President, President-elect, Vice President, Secretary, Treasurer, International Representative, Past Presidents (for a period of three years following the termination of term of office), and Division Chairs. At no time shall the Council exceed nineteen (19) in number. The manner of election of officers and members of the Council is stated in the Bylaws.

Article VII Relationship between the AHNS and the Research and Education Foundation of the AHNS Board of Trustees

Section 1. There are seven trustees on the Research and Education Foundation Board at all times. The Chair of the Foundation is proposed by the Nominating Service and must be approved by the AHNS Council. Four of the trustees must include the following leadership from the AHNS: President, Treasurer, Chair of the Research Division and Chair of the Education Division. The remaining two trustees are selected and appointed by the Foundation Trustees from the Active Fellows of the Society and will serve for three years with one renewable term.

Section 2. The Chair of the Foundation is proposed by the Nominating Service and must be approved by the AHNS Council. The term for each Chair is three years, with the option of renewing the term one time. The Chair presides at each meeting of the Board of Trustees, and with the assistance of the Foundation Director, supervises, directs, and controls the activities and affairs of the Research and Education Foundation. The Chairman also is a voting member of the AHNS Council and will attend meetings and vote on behalf of the Foundation.

Section 3. The Treasurer of the Foundation must be the AHNS Treasurer. The Treasurer oversees adequate and accurate accounts of all financial transactions for the Research and Education Foundation and provides financial statements or reports at each meeting as required.

Section 4. The Foundation Director manages the day-to-day administrative and fundraising operations of the Research and Education Foundation and acts as the primary liaison and development officer between the public and the Foundation. This individual is typically an employee of the management company contracted with the AHNS unless otherwise voted upon by the Council and Foundation Trustees.

Article VIII Amendments to the Constitution or Bylaws

Section 1. A proposed amendment to the Constitution or Bylaws must be communicated to the Secretary. The Secretary shall forward the proposed amendment to the Constitution & Bylaws Service for review and comment. The Constitution & Bylaws Service will consider the proposed amendments and draft appropriate language to reflect the change. Any revisions to the Constitution or Bylaws will be reported to the Council and voted upon at the Council meetings. A two-thirds vote of the Council is necessary before the changes are announced to membership. The proposed changes will be announced at the Society business sessions. A two-thirds vote of Active Fellows is necessary for the changes to take effect.

BYLAWS

Article I Rights and Duties of Members

Section 1. Any Active Fellow shall have all the rights of Fellowship, shall be subject to all the duties, roles and responsibilities incumbent upon the members of any scientific parliamentary body.

Article II Dues

Section 1. The amount of the Society's dues shall be determined by the Council. The Council shall have the authority to establish an initiation fee or special assessment.

Article III Delinquents

Section 1. Unless excused by the Council, a Fellow delinquent in dues for two consecutive years shall be dropped from Fellowship. Delinquency in dues is defined as failure to pay by the end of the calendar year.

Article IV Order of Business

Section 1. The regular order of business at annual meetings shall be carried out in a manner prescribed by the Council.

Article V Special Provisions

Section 1. All conditions, circumstances, emergencies or contingencies not covered by this Constitution and its Bylaws shall be dealt with and administered by the directive of the Society's Council, subject to approval by the membership at the next annual meeting.

Article VI Qualifications for Fellowship

Section 1. Applicants desiring election to Fellowship in any class other than Associate Fellow, Resident Fellow or Medical Student Fellow must hold a valid, unrestricted license to practice medicine in the state/province or country in which they reside. All applicants desiring election to Fellowship in any class except Medical Student Fellowship shall be proposed by two Active Fellows except as specified in Section 3 of these bylaws with at least one from the applicant's local geographical area or having worked with or having direct knowledge of the applicant's clinical performance. A special form will be provided by the Secretary for this purpose. Both of the sponsors must submit letters of recommendation pertaining to the qualifications of the applicant.

Section 2. *Special Qualifications for Active Fellowship.* In addition to fulfilling the requirements under the Constitution, surgeon and physician applicants must submit evidence that they have an active practice with significant surgical volume in head and neck surgical oncology and that they are active in practice and in good standing.

A. An applicant for Active Fellowship shall provide documentation that he or she has received adequate training in the management and/or reconstruction of patients with head and neck tumors and that a significant portion of current professional activity is devoted to the care of such patients. Such documentation will include a description of experience during residency and/or fellowship training if done in a non-ATC accredited program, a summary of subsequent post-training experience, and a listing of at least thirty-five (35) patients with head and neck tumors managed during the preceding year.

B. Surgeons must be either a Fellow of the American College of Surgeons, or a Fellow of the Royal College of Surgeons (Canada), or have similar credentials. Graduates of ATC-accredited fellowship programs who transition to Active Fellowship must successfully meet this requirement within three years of their graduation date.

- a. Resident Fellows who are not graduates of ATC-accredited fellowship programs who apply for transition to Active Fellowship must successfully meet this requirement before final election to Active Fellowship.
- b. Resident Fellows who are graduates of ATC-accredited fellowship programs who transition to Active Fellowship must successfully meet this requirement within three years of transition.

C. Active Fellows must attend at least one AHNS meeting every five years. Violators will be suspended pending justification granted by the Membership & Credentials Service.

D. Active Fellows are expected to adhere to ethical standards, as detailed in the *Statement of Ethics and Professionalism* of the AHNS.

Section 3. *Special Qualifications for International Fellowship.*

A. International Fellows

shall be physicians or surgeons who hold a valid, unrestricted license to practice medicine in the state/province or country in which they reside, and by their professional associations and publications, would appear in the judgment of the Membership and Credentials Service to be qualified to treat neoplasms and diseases of the head and neck and who reside in a country other than the United States or Canada. All applications for International Fellowship shall be accompanied by a *curriculum vitae* of the applicant and a letter of recommendation from at least two Active Fellows, or one Active Fellow and one International Fellow.

Section 4. *Election to Fellowship*

A. All proposals for candidates for any category of Fellowship shall be initially reviewed by the Membership & Credentials Service. Once approved they will be sent to the Council by the Secretary. After approval by the Council, nominees' names must be circulated to the membership. Fellows shall be given an opportunity to make written objections. Objections will be investigated by the Membership & Credentials Service and presented to the Council for a vote. The Council will use the *AMA Code of Ethics* and the *AHNS Statement of Ethics and Professionalism* as criteria in this matter.

B. Election to any class of membership shall require three-fourths favorable vote of the Council.

ARTICLE VII
Officers of the Society

Section 1. *Election of Officers.* The officers of the Society shall be a President, President-elect, Vice President, Secretary, and Treasurer, who shall be elected at regular annual business sessions of the Society. The Nominating Service shall present a slate of candidates for approval by the Council prior to vote by the Active Fellows present at the annual business session.

Section 2. *Accession to Office.* The newly elected officers shall assume their duties before the adjournment of the meeting at which they have been elected.

Section 3. *Tenure of Office.*

A. The President and President-elect, and Vice President shall serve for a term of one year. The Vice President would be expected to advance to President-elect and then President, unless the Council specifically directs the Nominating Service differently. The Secretary and the Treasurer shall serve for a term of three years and may be elected to one additional three-

year term.

B. An outgoing President (Past President) automatically becomes a member of the Council to serve for a period of three years. A Past President's membership on the Council which shall be terminated by death or other incapacity to serve shall remain vacant until filled by regular succession.

C. The Executive Committee shall consist of the officers of the Society, the Division Chairs, International Representative and the three most recent Past Presidents of the Society.

Section 4. *Vacancies in Office.* Vacancies in office occurring between elections shall be filled by appointment by the President. These appointments shall be subject to written approval of a majority of the Council. Should the office of the President become vacant between elections, it shall automatically be filled by the President-elect. Should the offices of both President and President-elect become vacant, these offices will be served by the Secretary.

Article VIII Duties of the Officers

Section 1. *Duties of the President.*

A. The President shall preside at meetings of the Society and shall have the power to preserve order and to regulate the proceedings according to recognized rules.

B. The President shall serve as Chair of the Council.

C. The President shall appoint standing and special Services, except the Nominating Service as specified in the Bylaws

D. The President shall fill vacancies in offices that occur in the interim between regular meetings subject to approval by a Council majority.

E. The President shall be an *ex officio* member of all standing Divisions, Services and Sections.

Section 2. *Duties of the Vice President.*

A. The Vice President shall serve and assist the President and President-elect.

B. The Vice President shall appoint leadership and membership to the Services. The appointments require approval by the Executive Committee, prior to implementation.

Section 3. *Duties of the President-elect.*

A. The President-elect shall perform all duties that may be delegated to him or her by the President.

B. In the absence of the President, the President-elect shall perform all duties of the President and shall preside at all meetings.

Section 4. *Duties of the Secretary.*

A. The Secretary shall keep or cause to be kept in permanent form an accurate record of all transactions of the Society.

B. The Secretary shall send due notice of all meetings to Fellows; notice of at least fifteen (15) days shall be provided prior to Council meetings.

C. The Secretary shall notify all Division, Service and Section members of their appointments and the duties assigned to them.

D. The Secretary shall notify all applicants for Fellowship of the action taken by the Society.

E. The Secretary shall keep a correct alphabetical list of Fellows, together with their current addresses and shall supply application forms to Fellows who apply for same.

F. The Secretary shall act as custodian of all papers of the Society and its Divisions, Services and Sections.

Section 5. *Duties of the Treasurer.*

A. The Treasurer shall collect, receive and be accountable for funds accrued by the Society from dues or other sources.

B. The Treasurer shall oversee deposit of all monies in a special bank account under the official name of the Society, in consultation with the management organization.

C. The Treasurer shall disburse from the treasury such funds as may be necessary to meet appropriations and expenses of the Society.

D. The Treasurer's financial records shall be audited at each regular annual meeting by the Finance Service, who will report at the business session.

- E. The Treasurer shall prepare and submit an annual budget for the following year to the Finance Service for subsequent approval of the Council at the fall meeting.

ARTICLE IX
The Council

Section 1. *Composition of the Council.*

- A. The Council shall consist of the Officers, the three immediate Past Presidents, the Foundation Chair, the Division Chairs and the Section Chairs.

Section 2. *Duties of the Council.*

- A. The Council shall conduct the affairs of the Society during the interim between sessions.

- B. The Council shall vote on all applicants for Fellowship and present its recommendations to the Society at one of its business sessions so that necessary action may be taken.

- C. The Council shall report to the Fellows at regular business sessions all decisions and recommendations made on their behalf.

- D. Should the membership disapprove of any action of the Council the questions shall be referred back for further consideration and reported at the next business session.

- E. The Council shall have a long-range strategic planning retreat at least every three years.

- F. The Council shall vote on the report of the Executive Committee regarding their review of all Society contracts which will be done at a minimum frequency of every five years. This includes, but is not limited to, the official journal of the Society and the Society management vendor. The Executive Committee will forward a recommendation to the Council for approval.

- G. The Council shall evaluate requests for endorsement of policies presented by other societies. The President will charge the appropriate Division, Service or Section with reviewing the policy endorsement request and making a recommendation to the Council. The Council will vote on the recommendation and the Secretary will be charged with contacting the requesting society with regard to the outcome of that deliberation. Whenever possible, the President will ask the requesting society to include an Active Fellow in the initial development of policies which may be related to the AHNS.

Section 3. *Quorum and Manner of Acting.*

A. A majority of Council members shall constitute a quorum. A majority of the quorum at any meeting of the Council shall constitute action by the Council unless otherwise provided by law or by these Bylaws.

B. Any action required or permitted to be taken at a meeting of the Council may be taken without a meeting if a consent in writing setting forth the action to be taken shall be approved by all Council members entitled to vote.

C. Meetings may be conducted by telephone provided that all officers and Council members participating in such a meeting may communicate with each other. A majority of officers and Council members shall constitute a quorum for telephone meetings and the act of a majority of the quorum shall constitute action by the Council.

D. Officers and Council members shall not receive compensation for their services, but, by action of the Council, expenses may be allowed for attendance at meetings of the Council or for official representation of the Society and the Council may underwrite any activities that it deems essential to the functioning of the Society.

E. Each Section within the Society may develop their own policies and procedures with approval by the Council.

F. Emergency Clause. The Emergency Clause provided shall be operative during any emergency or during a time when changes need to be made to advance the society and should not wait until the next business meeting, superceding any different provision in the preceding Articles of these Bylaws. An emergency exists if a quorum of the council or executive committee cannot be assembled as per usual protocol as outlined above because of a national/international event which precludes meeting. In addition, if the membership is not able to conduct an annual meeting in person, elections and bylaws amendments can be voted upon electronically. The Emergency Clause may go into effect with approval of the AHNS Council.

ARTICLE X

Divisions, Services, Sections, and Representatives

Section 1. *Divisions, Services, Sections, and Representatives.*

A. The **Divisions** mirror the stated Mission of the Society. Thus, the AHNS Divisions are Education, Research, Patient Care, Administration, and Diversity, Equity, and Inclusion. Each Division shall be led by a Chair and Vice Chair who will serve a three-year term

which can be renewed for a second three-year term. The Chairs and the Vice Chairs of the Divisions shall be nominated by the Nominating Service and approved by the Executive Committee and Council before being put to vote by the general membership at the business meeting during the Annual Meeting. The Chairs and Vice Chairs of the Divisions shall report directly to the Executive Committee and Council. Each Division Chair shall have a seat on the Executive Committee and the Council and serve as an *ex officio* member of each Service within their respective Division. Additional Division leadership shall be comprised of the Chairs of the Services of that Division.

B. A **Service** within the AHNS structure is a shared resource that supports Divisions and Sections and is generic to the operational support of the Society's business. Other than as specifically stated below, the Vice President shall appoint Service Chairs and members to serve for at least a three-year term which is renewable. Initial appointments shall be staggered such that approximately one-third of Service members shall change each year (other than the ATC, the Scientific Program & Resident Courses Service and the Nominating Service). Service Chairs shall be limited to two consecutive three-year terms. Service Chairs shall be invited to all Council meetings but shall not be voting members of the Council. Each Service in the Research, Education and Patient Care Divisions shall have a representative from each of the Sections and these representatives shall be proposed by the respective Sections.

C. A **Section** represents a subspecialty of head and neck surgical practice. The Sections are intended to represent the majority of practice areas within head and neck surgical oncology. The following Sections have been or will be created: Endocrine Surgery, Mucosal Malignancy, Reconstructive Head and Neck Surgery, Salivary Gland, Skin Cancer and Melanoma, and Skull Base Surgery. The Sections of the AHNS should represent the majority of AHNS membership's scope of practice. Sections shall use the term "Section Board" and shall have within each Section "Section Committees." Section Committees will need to specify the Section name before each committee name (for example "Endocrine Section Education Committee.") Sections may also have Working Groups identified in the same way. Section membership is open to any category of Fellow in the AHNS and a Fellow may belong to more than one Section. Sections shall coordinate their work using the shared resources of the Services. The Section Nominating Committee shall nominate and propose Chairs and Vice Chairs, to be approved by the Executive Committee, and then voted upon by the Section membership. The Chair and Vice Chair shall serve two-year nonrenewable terms. The Vice Chair shall not automatically become the Chair. The Chair, but not the Vice Chair, shall be a voting member of the AHNS Council.

Section 2. *Divisions and Their Services.*

A. The Division of **Education**. The Goal of the Division of Education is to be the premier educational resource for head and neck surgical oncology. The objectives of the Division of Education are to: provide accreditation for head and neck training programs; provide contemporary educational programs and materials across the continuum of providers' careers;

and serve as the educational resource for patients and the public in head and neck cancer care.

i. *Advanced Training Council (ATC) in Head and Neck Surgical Oncology.* The charge of the ATC shall be to maintain the highest standards and evaluation of head and neck surgical oncology. The ATC shall: evaluate head and neck oncologic surgery fellowship programs and make accreditation recommendations to the AHNS Council regarding whether they qualify for advanced fellowship training; help coordinate the fellowship application and match process; conduct site visits and submit reports for approval by the Council; and review guidelines that affect head and neck surgery training. The ATC shall consist of fifteen Active Fellows, not including the Chair and the Vice Chair, each to serve a five-year term, with appointments staggered so that three Active Fellows are appointed to membership on this Service each year. The President will appoint ATC members, to be approved by Council. Section Chairs can nominate at least one person to the President. The ATC Chair and Vice Chair shall be appointed by the Executive Committee and approved by the Council.

ii. *Continuing Medical Education (CME) Service.* The charge of this Service shall be to monitor and ensure compliance with the CME requirements of the Accreditation Council for Continuing Medical Education (ACCME). This Service shall consist of at least three Active Fellows.

iii. *Patient and Public Education Service.* The charge of this Service shall be to develop appropriate educational materials for patients and the public. This Service shall consist of at least three Active Fellows.

iv. *Scientific Program and Resident Courses Service.* The charge of this Service shall be to research, coordinate and recommend to the Council all programmatic content for the AHNS annual meeting. This service shall consist of Fellows appointed by the President and Program Chair to serve for one year. The Chair of this Service serves a one-year term as Chair. The Chair shall serve on the Service for four years, two years before his or her meeting and two years after; other one-year-term members may be appointed by the President and Program Chair at their discretion. Two representatives from each of the Sections shall serve for four-year terms. The maximum number on this service is determined by the President and Program Chair for that year.

v. *Training, Accreditation, and Credentialing (TAC) Service.* The charge of the TAC Service shall be to maintain the highest standards and evaluation of head and neck oncologic and reconstructive surgery. Each Section will nominate at least one member to serve on the TAC. The maximum number on the TAC is fifteen, not including the Chair.

B. The Division of **Research**. The goal of the Division of Research shall be to be the leader in the promotion of head and neck cancer research. The objectives of the Division of Research shall be to: support training and career enhancement grants; facilitate collaborative research through Society-supported research initiatives; and manage the future direction and role of the Society regarding outcomes, quality measures, practice guidelines and consensus

statements. The Division of Research shall oversee all research activities of the Society, including grants programs, scientific review, and research awards.

i. *Basic & Translational Science Service.* The charge of this Service shall be to promote the performance of the highest quality basic and translational science research. This Service shall consist of at least three Active Fellows.

ii. *Population Health and Clinical Research Service.* The charge of this Service shall be to promote the performance of the highest quality population health and clinical research. This Service shall consist of at least three Active Fellows.

iii. *Grants Service.* The charges of this Service shall be to evaluate and make recommendations for annual award recipients and to review and manage the award of grant applications. It shall be the duty of this Service to evaluate manuscripts submitted for awards to be given at the annual meeting of the AHNS. This Service shall consist of at least six Active Fellows, including the Chair.

C. The Division of **Patient Care**. The goal of the Division of Patient Care shall be to oversee all patient-care-related activities, including quality of care, outcomes, guidelines, and position statements. As such, the Division of Patient Care will oversee, prioritize, facilitate and streamline the efforts of the following services.

i. *Cancer Prevention Service.* The charge of this Service shall be to develop, facilitate the implementation of, and participate in programs directed toward the prevention and early detection of head and neck cancers and to cooperate with national and international organizations in these efforts. This Service shall consist of at least three Active Fellows.

ii. *Practice Guidelines & Position Statements Service.* The charges of this Service shall be to provide leadership in the development and documentation of appropriate methods of treatment and care for patients with cancers of the head and neck and to identify and address topics of imminent concern for patients, caregivers, and practitioners of head and neck oncology. This Service shall consist of at least three Active Fellows.

iii. *Survivorship, Supportive Care & Rehabilitation Service.* The charge of this Service shall be to promote research into survivorship issues and develop evidence-based guidelines for survivorship and supportive care and rehabilitation. This Service shall consist of at least three Active Fellows.

iv. *Value & Quality of Care Service.* The charges of this Service shall be to: formulate quality of care standards for patients with head and neck neoplasms; promote compliance with these standards as a framework for the measurement of quality head and neck care; disseminate

these standards to the Fellowship of the Society; and provide AHNS representation to the applicable committees of other head and neck medical societies that are charged with the development of specialty specific quality standards upon which pay-for-performance benchmarks may be based. This service shall consist of at least three Active Fellows.

D. The Division of **Administration**. The goal of the Division of Administration shall be to oversee all the administrative functions of the Society so as to facilitate the execution of the goals and objectives of the Divisions and Sections. The Division leadership will oversee the following services.

i. *Constitution & Bylaws Service*. The charge of this Service shall be to review, evaluate, and maintain an accurate and ethical Constitution and Bylaws for the Society. This Service shall consist of at least three Active Fellows, with the Secretary serving *ex officio*.

ii. *Development Service*. The charges of this Service shall be to focus on building and strengthening relationships with industry and corporate colleagues and educating them on the importance of AHNS educational and clinical missions and to establish goals and procedures for AHNS development and fundraising that are definable and consistent. This committee shall consist of at least six Active Fellows including the Chair of the Service, the Program Chairs for the upcoming two annual meetings, the Program Chair of the upcoming international meeting, three Active Fellows appointed by the Vice President for a three-year term each (in staggered fashion), and Society Program Chairs for other meetings occurring beyond the upcoming two years. The current Chair of the Foundation shall be an *ex officio* member.

iii. *Ethics & Professionalism Service*. The charge of this Service shall be to maintain the highest standards for ethical conduct of AHNS leadership, members and the Society. The Statement of Ethics and Professionalism and the Code for Interactions with Companies will be maintained on the Society website. This Service shall consist of at least three Active Fellows.

iv. *Finance Service*. The charges of this Service shall be to maintain and improve the financial stability and growth of the Society and to evaluate the accuracy of the Treasurer's report, Foundation report, and transfers among AHNS accounts. This Service shall consist of three Active Fellows elected at the business session to serve three-year nonrenewable terms so that one member is elected each year. The Treasurer shall be an *ex officio* member.

v. *History Service*. The charge of this Service shall be to provide an historical perspective of the Society and head and neck oncology and its leadership. This service shall consist of at least three Active Fellows.

vi. *Nominating Service.* The charge of this Service shall be to identify and nominate current and future leadership in the Society to enhance its Mission. This Service shall prepare the annual slate of officers for election at the annual meeting. The slate will comprise of the Officers, the four Division Chairs and Vice Chairs, two Nominating Service members, and one Finance Service member (when necessary). The Nominating Service shall present nominees for the office of Foundation Chairman to the Council for vote. The Nominating Service shall consist of the three immediate Past Presidents and two Active Fellows elected at the business session. The Chair of the Nominating Service shall be the immediate Past President.

vii. *Publications & Awards Service.* The charge of this Service shall be to evaluate manuscripts submitted for awards to be given at the annual meeting of the AHNS. This Service shall consist of at least three Active Fellows and be chaired by a liaison of the official journal of the Society.

viii. *Website & Social Media Service.* The charge of this Service shall be to recommend and implement newer methods to optimize communication or dissemination of information within the organization. The service shall develop and showcase new and emerging technologies and shall also be responsible for updating and revising the AHNS website and making sure it has current and accurate information. This Service shall consist of at least three Active Fellows.

E. The Division of Diversity, Equity, and Inclusion. The goal of this Division is to recognize and promote diversity, equity, and inclusion for representation in the Society. The Division will have a Chair and a Vice-Chair, but only the Chair will serve on the Executive Committee. The Division leadership will oversee the following services:

i. *Global Outreach Service.* The charge of this Service shall be to develop and promote humanitarian outreach activities in head and neck oncology worldwide.

ii. *International Advisory Service.* The charge of this Service shall be to serve as an interface between the Society and our international colleagues and to facilitate our mission of patient care, education and research for patients around the world suffering from head and neck cancer. This Service should consist of at least three Active Fellows.

iii. *Diversity Service.* The charge of this Service shall be to promote recognition and promotion of diverse representation. This Service should consist of at least three Active Fellows.

iv. *Young Members Service.* The charge of this Service shall be to provide mentorship and networking opportunities to help young Society members with career development. This Service should consist of at least three Active Fellows.

v. *Women in Head and Neck Surgery Service.* The charge of this Service shall be to inspire, support and enable women head and neck surgeons to achieve their professional and personal goals. The committee shall consist of at least eight Active Fellows and one Candidate Fellow.

vi. *Membership and Credentials Service.* The charges of this Service shall be to review, evaluate and maintain the highest standards of AHNS membership and to maximize member engagement. This Service shall consist of the Chair, the current Society President, two immediate Past Presidents plus at least two additional Active Fellows. In addition, the Secretary shall be a member, *ex officio*.

E. Other standing Services and Service objectives shall be described in the Policies and Procedures.

F: As necessary, the President may appoint one or more *ad hoc* Services to serve for one year.

Section 3. *Sections.*

A. Endocrine Surgery Section. The charge of the Endocrine Surgery Section shall be to promote research, training, and education related to head and neck endocrine disorders.

B. Mucosal Malignancy Section. The charge of this Section shall be to promote research, training, and education related to Mucosal and upper aerodigestive tract malignancies.

C. Reconstructive Head and Neck Surgery Section. The charge of this Section is to promote research, training, and education related to head and neck reconstruction.

D. Salivary Gland Section. The charge of the Salivary Gland Section shall be to promote research, training, and education related to salivary gland disorders.

E. Cutaneous Cancer Section. The charge of this Section shall be to promote research, training, and education related to cutaneous malignancies including melanoma.

F. Skull Base Surgery Section. The charge of the Skull Base Surgery Section shall be to promote research, training, and education related to skull base disorders.

Section 4. *Proposal of New Sections*

A. If new practice areas are identified or there are areas of practice that are identified as being under-represented in the new proposed structure then members shall develop a proposal and approach the Executive Committee to establish a new Section. There should be a substantial patient population not represented by an already established Section. A Section should represent a clinical focus that is not represented by the current Section structure and should represent a clinical service area that is provided at multiple centers and must add significant value to the Society strategic plan. The proposed new Section would require Executive Committee, Council and general membership majority approval at the annual business session before being formed.

ARTICLE XI Quorum

Section 1. A quorum for any meeting of the Council shall be a majority of those persons then serving as members of the Council.

Section 2. A quorum for the regular business session of the Society shall be eighteen (18) Active Fellows.

ARTICLE XII Society Assets

Section 1. The interest in the funds property and other assets of the Society of any member whose membership shall terminate for any reason except the dissolution of the Society shall, *ipso facto*, immediately cease and such members and the representatives of such member shall have no claim against the Society or against the other members or their representatives or any of them.

Section 2. In the case of dissolution of the Society, the funds, property, and other assets shall be used for the purpose of furthering the expressed purposes for which this Society was formed and no member shall be entitled to receive any of the assets upon liquidation.

Section 3. If the Society's annual receipts exceed the annual expenses in any given year, the Council may, by a majority vote, elect to distribute the surplus for such scientific or educational uses as the Council shall deem to be most consistent with the Society's purposes; or it may, should it reasonably anticipate a need for operating surplus to meet future expenses, accumulate such surplus in an interest-bearing account or otherwise.

Section 4. On an annual basis, when the Society accrues money surpassing the agreed upon amount of reserves needed in the accounts (\$200,000 in checking and \$1,000,000 in savings), the Society may transfer a percentage of the surplus to the corpus of the Foundation. The Council

of the Society will determine the percentage of transfer annually by voting at the Council Meeting during the AHNS Annual Meeting.

ARTICLE XIII Indemnification

Section 1. The Society shall indemnify any and all of the directors or officers former directors or officers, employees, agents, or any person who may have served at its request or by its election as a director or officer of another society or association, or his heirs, executors and administrators, against expenses (including attorney fees, judgments, fines and amounts paid in settlement) actually and necessarily incurred by them in connection with the defense or settlement of any action, suit or proceeding in which they, or any of them, are made parties or a party, by reason of being or having been directors or a director, officer, employee or agent of the Society or of such other Society or association, except in relation to matters as to which any such action, suit or proceeding to be liable for willful misconduct in the performance of duty and to such matters as shall be settled by agreement predicated on the existence of such liability. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of *nolo contendere* or its equivalent shall not, of itself, create a presumption that the person is engaged in willful misconduct or in conduct in any way opposed to the best interests of the Society. The provisions of this section are severable, and therefore, if any of its provisions shall contravene or be invalidated under the laws of a particular state, country or jurisdiction, such contravention or invalidity shall not invalidate the entire section, but it shall be construed as if not containing the particular provision or provisions held to be invalid in the particular state, country, or jurisdiction and the remaining provisions shall be construed and enforced accordingly. The foregoing right of indemnification shall be in addition to and not exclusive of other rights to which such director, officer, employee or agent may be entitled.