

BYLAWS

Florida Society of Facial Plastic and Reconstructive Surgery, Inc. (adopted as of June 1, 2010)

ARTICLE I

Section 1: NAME OF ORGANIZATION

The name of this organization shall be the Florida Society of Facial Plastic and Reconstructive Surgery, Inc., commonly abbreviated and referred to as FSFPRS and hereinafter the "SOCIETY."

Section 2: OBJECTIVES

The objectives of this SOCIETY shall be to bring into one organization those who are interested in the promotion and advancement of the practice of Facial Plastic and Reconstructive Surgery in the State of Florida. Further, the purpose of this SOCIETY is to provide educational and collegial benefits for members, to provide members with up-to-date information about the specialized field of Facial Plastic and Reconstructive Surgery, to promote interaction among physicians practicing or having an interest in the field of Facial Plastic and Reconstructive Surgery, and to promote ongoing meetings for the full and frank interchange of views concerning this medical specialty.

ARTICLE II

MEMBERSHIP

Section 1: CRITERIA

The membership of this SOCIETY shall be composed of Active, Honorary, and retired physicians in clinical practice, academic appointments, military and government service. The SOCIETY will be the sole judge of the qualifications of its members and prospective members. The full, discretionary authority for the admission, suspension, expulsion and reinstatement of members and the manner of said admission, suspension, expulsion and reinstatement of members shall be in the membership and may be delegated in accordance with these Bylaws. All applicants for active membership must be engaged in the full or part time active practice of Facial Plastic and Reconstructive Surgery. All applicants for active membership are strongly encouraged to be members in good standing of the Florida Medical Association through their County Medical Society.

Section 2: **CLASSES OF MEMBERSHIP**

A. VOTING MEMBERSHIPS

1. **ACTIVE MEMBERSHIP:** The basic requirements for Active Membership in the SOCIETY shall be:
 - (a) Receipt of an M.D. or D.O. degree
 - (b) The applicant shall be required to have completed a residency program which shall consist of a minimum of two (2) years of postgraduate training and 3 years of otolaryngology training with the exception of osteopathic applicants who complete a minimum of one (1) year postgraduate training and three years of otolaryngology training will be required.
 - (c) The applicant shall be a diplomate of the American Board of Otolaryngology or the American Board of Osteopathic Board of Surgery or be eligible to sit for either exam and provide proof of same.
 - (d) The applicant shall be endorsed by two members of the SOCIETY. The members shall forward recommendation letters concerning the applicant to the Secretary-Treasurer of the SOCIETY.
 - (e) Attend an annual meeting within two years following the filing of his/her application.
 - (f) Limit practice to the full time and exclusive practice or teaching of Facial Plastic and Reconstructive Surgery.
 - (g) SOCIETY members will be encouraged to join the Florida Medical Association.
 - (h) Maintain a position of "good standing" with the SOCIETY.

2. **RETIRED MEMBERSHIP**

Retired members shall be members of the SOCIETY who are not longer engaged in the full or part time active practice of Facial Plastic and Reconstructive Surgery who have been active members in good standing for a period of not less than ten (10) years. Retired membership may be awarded to individuals who have served in good standing as a president of the SOCIETY and who are no longer engaged in full or part-time active practice of Facial Plastic and Reconstructive Surgery, even though their membership in the SOCIETY may have been less than ten (10) years. Retired membership status shall be awarded at the discretion of the Board of Directors. Retired members shall have all the privileges accorded to active members but shall no longer be required to pay dues and assessments.

3. **MILITARY MEMBERSHIP**

Military members shall be physicians on active military service who shall be elected to active membership in the manner stated above. Military members shall pay dues and assessments at a fifty (50%) rate of active members.

4. **ASSOCIATE MEMBERS (Allied Health Personnel):**
Associate Membership shall be persons who are engaged in or have been engaged in the field for at least one year which is, in the view of the Board of Directors, allied to Facial Plastic and Reconstructive Surgery, and is not eligible for any other type of membership in the Society. Associate members shall have all the privileges accorded to active members but shall not be eligible to hold elected office positions. There shall be dues and assessments at a fee set by the Board of Directors, which shall be lower than the Active Membership dues.

B. NON-VOTING MEMBERS

1. **HONORARY MEMBERS:**
An honorary member is a person whom the SOCIETY deems worthy of special honor. Honorary membership may be granted to eligible persons by the Board of Directors upon recommendation of a member in good standing of the SOCIETY. Honorary members may not hold office and shall not be required to pay dues or assessments.
2. **RESIDENT MEMBERS:**
A Resident member shall be a physician who is currently part of a recognized American Medical Association/American Osteopathic Association approved otolaryngology residency training program or fellowship program. Resident members shall be entitled to all privileges and benefits of active membership and shall pay minimal dues as set by the Board of Directors.
3. **INACTIVE MEMBERS:**
An Active member of the SOCIETY who is no longer engaged in the actual practice of Facial Plastic and Reconstructive Surgery, but does not meet the qualifications for Retired Membership status may be elected to inactive status by the Board of Directors upon receipt of a written application to the Secretary-Treasurer of the SOCIETY. Active members who are incapacitated by illness, accident, or otherwise from the practice of their profession of medicine, and to whom the payment of dues shall be a hardship, are eligible for Inactive Membership. A member who is experiencing financial difficulties may request an inactive status for one year. This request may be granted by the Board of Directors if at least one of the following conditions is met:
 1. Review of the member's federal income tax return for the prior two (2) years by the Vice President and Treasurer supports such a request, or
 2. The American Academy of Otolaryngology-Head and Neck Surgery, Inc. has granted the member a full waiver of dues for one (1) year.

This hardship inactive status may be granted for up to two years.

Inactive members are not required to pay dues or assessments and are exempt from dues and assessments.

Section 3: **ELECTION**

Election of members shall be by ballot or verbal vote only after endorsement by the Board of Directors. Before an applicant may be considered by the Board of Directors, he/she shall have placed on file with the SOCIETY a properly executed application and letters for recommendation from two members of the SOCIETY in good standing. The Board of Directors must ascertain the qualifications of the applicant with regard to his/her medical school, internship, residency and fellowship. It is necessary that the applicant receive a majority of the votes cast by those members present at the annual meeting at which his/her application is presented. Each member, upon election to membership, shall be notified by the Secretary-Treasurer and furnished with a copy of the Bylaws of the SOCIETY and a roster of the members of the SOCIETY.

Section 4. **RESIGNATION**

A member desiring to resign from membership in the SOCIETY shall submit a resignation in writing and such resignation shall not be effective until accepted by the Board of Directors. Upon acceptance of such resignation, the member ceases to be a member of the SOCIETY. Such a resignation operates as a forfeiture of all rights, interest, or claims in or against the SOCIETY.

Section 5. **CONDITIONS OF MEMBERSHIP**

Each member of the SOCIETY becomes a member subject to the Articles of Incorporation and Bylaws of the SOCIETY and to all disciplinary proceedings authorized thereby. Such membership is subject to termination as provided herein. Each member agrees to be guided professionally by the Code of Ethics of the American Academy of Otolaryngology-Head and Neck Surgery, Inc. and the rules of the SOCIETY governing the conduct of its members.

Section 6. **LOSS OF LICENSE**

Membership in the SOCIETY shall automatically be revoked, without requirement of any action by the Board of Directors with reference to any member who has had his or her Florida Medical License or Florida Osteopathic License suspended or revoked by the State Board of Medical Examiners or the State Board of Osteopathic Medical Examiners, as the case may be. Restoration of his or her Medical License or Osteopathic License shall make the former member eligible to reapply for membership under the same terms and conditions as any other applicant for membership.

Section 7. **FELONY CONVICTIONS**

Conviction of a felony results in automatic suspension of membership. Such membership shall be automatically terminated if an appeal for such conviction is not filed within the time required by law or if the conviction is ultimately upheld by the appellate process. Exoneration as the result of an appeal shall result in automatic restoration of membership.

ARTICLE III DUES and ASSESSMENTS

Section 1. **FISCAL YEAR**

The fiscal year of the SOCIETY shall be from January 1st of each year through December 31st of each year.

Section 2. **DUES**

Funds for the operation and expenses of the SOCIETY shall be derived from annual dues, bequests and donations, and such funds may be used to hold or acquire necessary property for carrying out the objects of the SOCIETY. Funds may be invested in a financial account as designated by the Board of Directors and may be withdrawn by the officers of the SOCIETY designated by the Council in a resolution for filing with the banking institution where the deposits are made.

Annual dues are to be set by the Board of Directors and voted upon by the membership by the members present at the Annual Business Meeting or by mail ballot. Annual dues shall be payable to the SOCIETY as of January 1 of each year. Notices will be sent to members by December 15th of each year for the next calendar year dues. A second notice, which shall include a description of the penalty for dues delinquency, shall be mailed no later than April 1 of each year. A third notice with termination advice shall be mailed on July 1 by certified letter. Any member who has failed to pay dues by September 30 of each year shall be considered a delinquent member and will be sent a certified mailing notifying them of their delinquency. A delinquency of greater than 24 months will result in automatic revocation of membership.

Any person who has been dropped from membership because of nonpayment of dues and/or assessments, or who has resigned from membership, may make written application to the Board of Directors for admission in the usual manner provided for applicants. Reinstatement within thirty (30) days after being dropped for nonpayment of dues and /or assessments may be requested by letter and need not be by application. Such request shall be accompanied by payment of any indebtedness to the SOCIETY. Any re-application made after one year of non-membership status shall be considered a new application and processed as such. Repayment of previous indebtedness shall not apply.

Members whose dues are paid shall be considered in good standing and entitled to participate in and vote as provided in the Articles of Incorporation and these Bylaws.

Section 3. ASSESSMENTS

A special assessment may be made against the members at any regular meeting of the SOCIETY, including the annual meeting, provided that a written petition of ten (10) active members in good standing is filed with the Board of Directors twenty (20) days before the meeting and the notice of the resolution or motion is published to the membership at least ten (10) days prior to the meeting. The motion or resolution making the assessment shall prescribe the due date for the assessment and the date such assessment is deemed to be in arrears if not paid (in which case a member shall lose the same privileges as though dues were in arrears) and the date when a delinquent member shall cease to be a member if such assessment is not paid, shall be seven (7) months after the due date of the assessment. Assessments for such matters as deemed to be urgent may be made by the President with the concurrence of the majority of the Board of Directors.

**ARTICLE IV
BOARD OF DIRECTORS**

Section 1. COMPOSITION OF THE BOARD OF DIRECTORS

The Board of Directors shall consist of the following: The President, President-Elect, the Secretary-Treasurer, the Secretary-Treasurer-Elect and the immediate Past President. No member of the Board of Directors shall have more than one (1) vote. Each member of the Board of Directors must be a member in good standing of the SOCIETY.

Section 2. DUTIES OF THE BOARD OF DIRECTORS

Pursuant to the Articles of Incorporation, the management of the SOCIETY shall be vested in the Board of Directors. The Board of Directors, for all legal purposes, shall constitute the governing body of the SOCIETY with power to transact such business as it deems advisable in the best interest of the SOCIETY and it shall have such other powers and duties as described in these Bylaws.

The Board of Directors shall act as a reference committee for the SOCIETY and all motions and resolutions which affect the professional or other policy of the SOCIETY shall, after being presented upon the floor of a membership meeting of the SOCIETY and duly seconded, be referred to the Board of Directors for its report and recommendations before being debated or voted upon. The Board of Directors shall render a report upon such motion or resolution at the next regular meeting of the membership of the SOCIETY or, in the event of a matter requiring earlier attention, shall render such report as early as possible after a special meeting of the Board of Directors sitting as a reference committee.

The Board of Directors shall make the necessary arrangements for the meetings of the Society and for the transaction of its business and shall perform such other duties as the SOCIETY may direct.

At the Annual Business Meeting of the SOCIETY, the members of the Board of Directors shall consider the names submitted to it by the President-Elect for Appointments to the Standing, other and Ad Hoc Committees and shall by vote express its approval or disapproval of the same. No nominee, of whom the majority of the Board of Directors disapproves, shall be appointed by the President to any Standing, other or Ad hoc Committee.

The Board of Directors shall act upon charges against members of the SOCIETY upon which probable cause has been found.

The Board of Directors by a majority vote shall fill vacancies in any elected office for the unexpired term of office at the first meeting after the vacancy is created, except where otherwise provided for in these Bylaws or the Florida Not For Profit Corporation Act.

The Board of Directors shall have the responsibility for interpretation of these Bylaws should any question arise concerning their application, interpretation or usage.

The Board of Directors shall transact the business of the SOCIETY but it shall not have the power to amend these Bylaws, or to take other actions reserved to the Membership alone by these Bylaws.

At the meeting preceding the annual meeting of the SOCIETY, the Board of Directors shall receive and consider the annual reports of the officers and all committees. It shall prepare a report for presentation at the annual meeting based upon these reports, or in lieu thereof, may direct that the Chairpersons of the various committees render reports directly to the membership. The Board of Directors shall make such recommendations to the membership as its judgment may dictate and shall also present a report of its own proceedings for the year.

Section 3. **MEETINGS OF THE BOARD OF DIRECTORS**

The Board of Directors shall hold a regular meeting at least once a year. The regular meeting of the Board of Directors shall precede the regular meetings of the membership and the annual meetings of the SOCIETY. Special Meetings of the Board of Directors shall be called whenever the President deems it necessary or at the written request of three (3) Board of Directors members. In order to transact business, the Board of Directors shall have a quorum. Three (3) of the voting members shall constitute a quorum.

Each Board of Directors member will be given not more than three (3) consecutive unexcused absences from scheduled Board of Directors Meetings. After three (3) unexcused absences, the member may be removed from the Board of Directors.

Section 4. **ORDER OF BUSINESS**

The order of business for meetings of the Board of Directors shall be as follows: (a) action on the minutes of previous regular or special meetings of the Board of Directors; (b) report of the Treasurer; (c) report of the Chairpersons of the Standing Committees and Ad Hoc Committees when requested; (d) unfinished business; (e) new business and (f) adjournment.

Section 5. **SPECIAL BALLOT**

When in the opinion of the Board of Directors, there exists any item of business which requires an expression of or the attention of the voting membership, the Board of Directors may direct the Secretary-Treasurer to prepare a ballot containing the proposed resolution or recommendation of the Board of Directors and mail a copy to each voting member. It is intended that this be an alternate method for the submission of matters which would ordinarily be proper items for the agenda of regular or special meetings of the membership, including the annual election. The Board of Directors shall tabulate the ballots and shall verify the results. A majority affirmative vote of the total enrollment of voting members in good standing shall be required to approve any resolution or recommendation which shall be effective immediately upon certification of its passage unless the resolution itself provides for a separate effective date.

ARTICLE V OFFICERS OF THE SOCIETY

Section 1. **OFFICERS**

The officers of the SOCIETY are the President, President-Elect, Secretary-Treasurer, Secretary-Treasurer-Elect and Immediate Past President. The President of the SOCIETY, in conjunction with these officers, can conduct necessary SOCIETY business between meetings of the Board of Directors. The Board of Directors will review and affirm or modify the officer's actions. The officers may conduct their business in whatever format deemed most efficient by the President.

Section 2. **TERM OF OFFICE**

The President, President-Elect, Secretary-Treasurer and Secretary-Treasurer-Elect shall serve one-year terms. The Secretary-Treasurer and Secretary-Treasurer-Elect positions may serve an additional one-year term.

Section 3. **ELECTION OF OFFICERS**

Candidates for office shall be Active members in good standing. They must be nominated by the Nominating Committee or nominated from the Floor of the Annual Meeting and elected by a voice vote of the majority of the members present and voting. The Nominating Committee shall consist of the Immediate Past President, who shall serve as Chairperson, and four (4) additional SOCIETY members, as appointed by the Board of Directors. If a position is sought by two or more members, the vote shall be a secret ballot, with the Board of Directors designating a teller to count ballots. In the case of a tie vote, the Board of Directors shall be asked to decide in executive session.

Section 4. DUTIES OF OFFICERS

A. PRESIDENT

It shall be the duty of the President to preside at all meetings of the SOCIETY and the Board of Directors. The President shall be a member, ex officio, of all Standing Committees. The production of a SOCIETY newsletter will be the combined responsibility of the members of the Board of Directors, chaired by the President.

The President, subject to the approval of the Board of Directors, shall appoint the members of all committees except as otherwise provided by these Bylaws. At the Annual Meeting of the SOCIETY or otherwise, the Board of Directors shall consider the names submitted to it by the President for appointments to the Standing, Ad Hoc and other Committees and shall by vote express its approval or disapproval of the same. In making these appointments, the President shall make every effort to ensure a geographical and an academic/clinician balance of representation.

The President shall call special meetings of the membership of the SOCIETY at the written request of the Board of Directors or upon written request of 15 percent (15%) of the active members of the SOCIETY. The President shall call meetings of the Board of Directors at his or her discretion or upon the written request of three (3) Board of Directors members.

The President shall have the authority to dismiss any appointed committee member for just cause and with the approval of the Board of Directors. The vacancy thereby created shall be filled by a nominee of the President whose name shall have been approved by the Board of Directors as provided for above.

With the approval of the Board of Directors, the President is authorized to appoint Ad Hoc committees or to not appoint committee members which are authorized but not required by these Bylaws and are not designated as Standing Committees. Ad Hoc Committees should expire after a period of three years or be considered for recognition as a Standing Committee.

The President shall enforce the Articles of Incorporation and Bylaws of the SOCIETY, and perform such other duties as shall pertain to the office of President.

B. PRESIDENT-ELECT

The President-Elect shall, in the absence of the President, perform the duties of President and shall succeed to the Presidency at the conclusion of the annual meeting following his or her election. In addition, the President-Elect shall perform such duties as may be required and exercise such authority as may be delegated to the President-Elect by the Board of Directors. The President-Elect shall have the right to attend meetings of all Standing Committees but shall have no vote upon any such committee except as a regularly appointed member thereof. It is the obligation of the President-Elect to become familiar with the policies of the SOCIETY and its business and affairs and the methods of formulating and transacting same during the year preceding induction as President. In the event of the resignation or other disqualifying action of the President-Elect, the Secretary-Treasurer shall become President-Elect and, in due course, succeed to the Presidency.

The President-Elect is responsible for the content of the Annual Meeting and will serve as Program Chairperson for the annual meeting during his year as President-Elect. The duties of the Program Chairperson shall be to supervise over all programs presented before the membership of the SOCIETY as arranged by the Board of Directors or Officers, and attend to all details of the meeting. The Program Chairperson, in consultation with the Program Committee, shall work at all times in close harmony with the President in preparation of programs; and shall, whenever feasible or proper, arrange papers and orations for presentation to the membership as the President deems it in the best interest of the membership. It shall be the duty of the Program Chairperson, or a person designated by the Program Chairperson, to be present at all meetings at which a program is to be presented and either the Program Chairperson or his or her designated committee person shall be in charge of the program. The Chairperson of the Program Committee shall also act as Chairperson for Continuing Medical Education.

C. SECRETARY-TREASURER

The Secretary-Treasurer shall attend all regular or called meetings of the SOCIETY. The Secretary-Treasurer shall be responsible to the Board of Directors. He shall, under the direction of the Board of Directors, conduct the business of the SOCIETY, collect all dues, pay all bills, and keep a detailed account of records and monies of the SOCIETY. He shall have the privilege, with the approval of the Board of Directors, to procure assistance paid for by the SOCIETY, to maintain these records in proper order. He shall submit, at the annual meeting, a financial report of the SOCIETY's books. The Secretary-Treasurer shall make and keep on file minutes of the meetings of the SOCIETY and of the Board of Directors and shall present a report of the transactions of the Board of Directors to the membership at regular and annual meetings. The Secretary-Treasurer shall receive and forward to the Board of Directors applications for membership in the SOCIETY. The Secretary-Treasurer shall keep a roster of the members together with such data regarding them as may be of interest to the SOCIETY. The Secretary-Treasurer shall be in charge of all correspondence and shall conduct the same, making a report on correspondence to the Board of Directors and shall issue all notices of meetings and notifications of

election to membership. The Secretary-Treasurer shall provide for registration of members at the annual meeting. The Secretary-Treasurer shall forward to each newly elected member a copy of the Bylaws of the SOCIETY.

The Secretary-Treasurer shall cause the officers and chairpersons of the various committees to be supplied with necessary stationery and members and candidates for membership with application blanks upon request. It shall be the duty of the Secretary-Treasurer to provide the membership with ballots for elections, both annual and special, such ballots and elections being under the supervision of the Board of Directors.

D. THE SECRETARY-TREASURER-ELECT

The Secretary-Treasurer-Elect shall assist the Secretary-Treasurer in all tasks as delineated above. He/she should familiarize himself/herself with the duties of the Secretary-Treasurer and the policies and procedures of the SOCIETY to be fully knowledgeable when he/she assumes the Secretary-Treasurer position. Should the Secretary-Treasurer's position become vacant, the Secretary-Treasurer-Elect, with the approval and appointment of the Board of Directors, shall assume the position of Secretary-Treasurer.

E. IMMEDIATE PAST PRESIDENT

The Immediate Past President shall serve as a member of the Board of Directors and in a general advisory capacity to the officers. He should assist the President in transitioning all on-going programs and projects.

F. VACANCY

In the event of a vacancy in any office by death, resignation or removal of a member, the Board of Directors may select a successor to fill this vacancy until the next annual meeting; and each officer when elected, shall take office immediately upon selection by the Board of Directors.

G. INDEMNIFICATION OF OFFICERS

Each officer now or hereafter serving the SOCIETY, their respective heirs, executors, and administrators of each of them shall be indemnified by the SOCIETY against all cost, expenses, judgments and liabilities, including attorney's fees reasonably incurred by an opposing counsel in connection with or resulting from any action, suit or proceeding civil or criminal, in which he or she is or may be made a party by reason of being or having been such officer, or reason of any action alleged to have been taken or admitted by him or her as such officer, whether or not he or she is an officer at the time of incurring such cost, expenses, judgment, and liabilities; except in relation to matters in which he or she shall finally be adjudged, without right of further appeal in such action, suit or proceeding, to have been liable or shown willful misconduct in the performance of a duty as such officer. Such indemnification shall be made with respect to adjudication other than on their merits, and shall extend to settlements and compromises. The foregoing right of indemnification shall not be exclusive of other rights to which such officer may be entitled as a matter of law.

ARTICLE VI COMMITTEES

Section 1. STANDING COMMITTEES

The Standing Committees of the SOCIETY are the (1) Legislative Committee, (2) Membership Committee, (3) Program Committee, (4) Nominating Committee (5) Public Relations Committee and (6) Third Party Liaison Committee. The President, with the approval of the Board of Directors, shall determine the need for any new committees, the number of members, their terms of office and the manner in which they shall be chosen. The creation of any new Standing Committee requires the approval of the Board of Directors.

A. LEGISLATIVE COMMITTEE

The Legislative Committee shall be composed of a Chairperson appointed by the President, and approved by the Board of Directors. The term of office for the Chairperson of the Legislative Committee shall be for three years, and can serve for no more than three consecutive terms. The committee will consist of no less than three (3) members. The committee members should reflect a geographic representation of the State of Florida.

It shall be the duty of the Legislative Committee to be aware continually of all legislative matters pertaining to Facial Plastic and Reconstructive Surgery and to alert the membership. It shall work closely with the Board of Directors on all legislative matters relating to Public Agencies, the Florida Medical Association and the elected legislators of the state or federal government. The Legislative Committee shall obtain information on pending federal, state and local laws, rules, regulations, or ordinances affecting the public health or the medical profession and it shall promptly inform the Board of Directors of the pendency of such measures. The Legislative Committee shall, upon the direction of the Board of Directors, employ reasonable means to make known the wishes of the SOCIETY and the membership in regard to such laws, rules, regulations and ordinances insofar as they concern the health and welfare of the citizens of Florida. However, no action shall be taken that violates applicable provisions of the Internal Revenue Code, State or other Federal law. The Legislative Committee, through its Chairperson, shall make reports of its activities to the Board of Directors at each meeting and to the membership of the SOCIETY whenever requested.

B. MEMBERSHIP COMMITTEE

The Membership Committee shall consist of a Chairperson and four (4) members appointed by the President and approved by the Board of Directors. Duties of the Membership Committee shall be to examine applicants for membership and perform such duties with respect to stimulating membership recruitment and retention. The membership committee shall meet annually and report at each regular meeting of the Board of Directors. Before reporting favorably upon any application for membership,

the Membership Committee shall be satisfied that the applicant is a Doctor of Medicine or a Doctor of Osteopathy, that the applicant has complied with the laws of the State of Florida relative to the practice of medicine or osteopathy, that the applicant is of good moral and professional character, standing and reputation, and that applicant's admission will not be prejudicial to the best interest of the SOCIETY and otherwise conforms with requirements of the Bylaws of the SOCIETY. Information provided to the Membership Committee will be confidential.

C. PROGRAM COMMITTEE

The duties of the Program Committee shall include the supervision over all programs presented before the membership of the SOCIETY. The Chairperson of the Program Committee will be the President-Elect. The Committee will consist of not less than three (3) members. The Program Committee will work at all times in close harmony with the President in preparation of programs and shall, whenever feasible or proper, arrange papers and orations for presentation to the membership as the President deems it in the best interest of the membership. It shall be the duty of the Program Committee to be present at all meetings at which a program is to be presented and either the Chairperson or his or her designated Committee persons shall be in charge of the program. The Program Chairperson shall solicit a "call for abstracts" for peer presentations at the Annual meeting and will be responsible for selecting, with the approval of the Board of Directors, the featured guest speakers for the meeting. The Program Chairperson will be responsible for providing Continuing Medical Education as appropriate. The Program Chairperson will also be responsible for working with the President in securing sponsorship for the Annual Meeting to be in compliance with ACCME rules, regulations and guidelines.

D. NOMINATING COMMITTEE

The Immediate Past President shall chair the Nominating Committee for new officers, and in addition to the Chairperson such committee shall consist of four (4) SOCIETY members, as appointed by the Board of Directors.

Candidates for office shall be Active members in good standing. They must be nominated by the Nominating Committee or nominated from the Floor of the Annual Meeting and elected by a voice vote of the majority of the members present and voting. The Nominating Committee shall make its recommendations to the Board of Directors at the meeting immediately preceding the Annual Membership Meeting for approval prior to the presentation to the membership. The Nominating Committee will attempt to seek a geographic diversity for officer candidates as well as attempt to seek a candidate for President-Elect from an academic institution in one given year and a private clinician in the alternate year.

E. PUBLIC RELATIONS COMMITTEE

The Public Relations Committee shall consist of a Chairperson, appointed by the President, with the approval of the Board of Directors, and serve for a term of office not to exceed three years, with no more than two terms in succession. The Chairperson of the Public Relations Committee should serve as liaison to the Public

Relations Committee of the AAO-HNS, Inc. There should be no less than three (3) members of the Public Relations Committee.

The duties of the Public Relations Committee shall be to inquire, gather facts, and make studies or surveys on the general subject of the relationship of the physician individually and collectively to the public. It shall receive matters of general public information and study them in regard to their effect upon the practice of medicine in private and institutional work. It shall study and, when requested, report upon all questions related to medical practice and infringement upon medical practice by individuals, public or lay institutions, publicity, advertising and similar matters. The Public Relations Committee also shall promote the education of the public in regards to the field of Facial Plastic and Reconstructive Surgery.

F. THIRD PARTY LIAISON COMMITTEE

The Third Party Liaison Committee shall consist of a Chairperson, appointed by the President, with the approval of the Board of Directors, and serve for a term of office not to exceed three years, with no more than two terms in succession. There will be no less than (3) members serving on the Third Party Liaison Committee.

The duties of the Third Party Liaison Committee shall be to advocate Facial Plastic and Reconstructive Surgery to consumers and groups including third party carriers, insurance carriers, state agencies and representatives of managed care organizations. The Third Party Liaison Committee shall review matters of general public information concerning new and existing medical and diagnostic reimbursement coding, procedural coverage and information concerning managed care. The Third Party Liaison Committee will evaluate the effect of these matters on the practice of Facial Plastic and Reconstructive Surgery and promptly inform the Board of Directors on any matters which are of interest to the interpretation and application of reimbursement and procedural coverage policies; serve as a liaison to third party carriers in order to foster better understanding between provider Facial Plastic and Reconstructive Surgery and third party carriers; inquire, gather facts or make studies on specific managed care matters of interest to the SOCIETY; and represent the Society before the AAO-HNS Third Party Committee. The Third Party Liaison Committee shall work in close coordination with the Legislative Committee and the Board of Directors. The Third Party Liaison Committee shall not act independently on any issues involving the establishment of any reimbursement fees, or on any legislative matters without the consent of the Board of Directors.

Section 2. AD HOC COMMITTEES

With the approval of the Board of Directors, the President is authorized to appoint Ad Hoc committees or to not appoint committee members which are authorized but not required by these Bylaws and are not designated as Standing Committees. Ad Hoc Committees should expire after a period of three years or be considered for recognition as a Standing Committee.

ARTICLE VII ANNUAL MEETING

Section 1. DATE OF THE ANNUAL MEETING

The Annual Meeting of the Membership of the SOCIETY shall be held on the date(s) determined by the Board of Directors and in accordance with the Articles of Incorporation and these Bylaws.

Section 2. NOTICE OF MEETING

Notice of the time and place shall be sent to the membership by the Secretary-Treasurer, together with the agenda, at least two weeks before the meeting.

Section 3. ORDER OF BUSINESS AT ANNUAL MEETING

The order of business at the annual meeting shall be as follows, or as deemed best for the SOCIETY and its members by the Board of Directors:

- A. Approval of Minutes of previous membership meeting
- B. Financial Report to the Membership by the Secretary-Treasurer
- C. Election of Officers and others to be elected to serve during the ensuing year or, for their term of office, as the case may be (pending the report of the Nominating Committee and announcement of election results)
- D. Report of the Board of Directors
- E. Annual Reports of Standing Committees
- F. Annual Reports of Ad Hoc Committees and other committees
- G. Unfinished Business
- H. Report of the Nominating Committee and announcement of election results
- I. Installation of Officers
- J. New Business
- K. Adjournment

The order of business may be changed at the discretion of the President or presiding officer.

Section 4. QUORUM

1. At the Annual or Regular meetings of the SOCIETY membership, a quorum shall consist of that number of active members present.
2. At Special Meetings of the SOCIETY membership, a quorum shall consist of not less than twenty percent (20%) of the active members of the SOCIETY entitled to vote.

3. If a quorum is once present at a given meeting, the meeting may continue to transact business even if enough members leave to reduce the members in attendance to less than a quorum.

ARTICLE VIII REGULAR and SPECIAL MEETINGS

Section 1. TIME AND NOTICE OF REGULAR MEETINGS

Regular meetings of the membership of the SOCIETY shall be at least annually. Written notice of each meeting is to be mailed at least seven (7) days prior to the date of said meeting by the Secretary-Treasurer to each member. The time and place of all meetings shall be designated by the Board of Directors and, when for good and sufficient reason it is necessary to change the time and/or date of such regular meeting, the Secretary-Treasurer shall, at the direction of the Board of Directors, provide notice of such change of time and/or date of the regular meeting at least three (3) weeks in advance of the date of said meeting. During those months in which a regular meeting is not held, the Board of Directors and Officers shall be authorized to transact the business of the SOCIETY except for making amendments to these Bylaws or taking other action reserved only to the membership by these Bylaws.

Section 2. SPECIAL MEETINGS

Special meetings of the membership shall be called by the President upon the request of a majority of the Board of Directors or upon the written request of ten percent (10%) of the active members of the SOCIETY who shall specify the particular reason for such a meeting. Notice of a special meeting and the purpose of such meeting shall be given to all members in writing prior to the date of any such special meeting. At a special meeting, no business other than that which was specified in the notice shall be transacted.

ARTICLE IX SCIENTIFIC AND JOINT MEETINGS

A Scientific Program shall be presented at least once a year, under the direction of the Program Chairperson and the Program Committee. Invitations may be extended to non-members to take part in the scientific program of the SOCIETY.

Any honorarium determined by the Board of Directors may be paid to the guest speaker. In addition, the Society will pay for room accommodations for the days of the meeting for invited speakers. Any SOCIETY members who are asked to present at the meeting will understand that this is a privilege and will not expect compensation for the presentation.

The Secretary-Treasurer, after consulting with the Board of Directors, will select a suitable place for the meeting to be held within two years from the time of his election as Secretary-Treasurer.

Upon invitation, the SOCIETY may hold Joint Meetings with similar associations and/or Societies from Florida or other states.

ARTICLE X AMENDEMENT OF BYLAWS

These Bylaws may be amended by either (i) a majority vote of the Board of Directors at either a regular or special meeting or (ii) a majority vote of the members present at any annual or regular meeting of the SOCIETY, notice having been given in writing setting forth specifically the action proposed to be taken with regard to the Bylaws. This notice shall have been given at least seven (7) days prior to the meeting at which the action is proposed to be taken. At the meeting at which the vote is taken, the Bylaws amendment or, if the amendment is too lengthy, a synopsis thereof, shall be read to the membership.

ARTICLE XI RULES OR ORDER

The SOCIETY shall be governed by parliamentary procedure as contained in Robert's Rules of order, latest revised edition, when not in conflict with the Articles of Incorporation or the Bylaws of the SOCIETY.

ARTICLE XII SEAL

The seal for the SOCIETY shall contain the words "Corporation – Not for Profit" and the name of the SOCIETY.