



Bylaws of the AAO-HNS for Otolaryngology-HNS Private Practice Section (OPPS)

Article I. Purpose

The *Otolaryngology-HNS Private Practice Section (OPPS)* will function as an advisory body to the Board of Directors (BOD) of the American Academy of Otolaryngology - Head and Neck Surgery and its Foundation (AAO-HNS/F) to:

- (a) Facilitate two-way communication with Academy leadership regarding issues of interest to private practitioners in the field of otolaryngology-head and neck surgery;
- (b) Make recommendations to the BOD of the AAO-HNS/F regarding programs and policies of particular interest to private practitioners; and
- (c) Support the general good of patients, the specialty of otolaryngology-head and neck surgery, clinical excellence, membership diversity, educational outreach, and the medical profession.

Article II. Membership

The OPPS is open to all non-retired practicing physician members of the AAO-HNS/F that are self-employed, employed in physician partnerships or employed by health care systems. Physicians not currently practicing medicine or practicing in an academic practice or in the military are not eligible for membership nor are residents or fellows-in-training. OPPS members must be in good standing with the AAO-HNS.

Article III. OPPS Governing Council (GC)

Section 1. Responsibilities: The OPPS Governing Council serves as the executive body of the OPPS, deliberates and conducts business on behalf of the OPPS, and is responsible for managing the affairs of the OPPS with respect to all matters not specifically reserved to the OPPS members. The powers of the GC are established by and subject to approval from the AAO-HNS/F BOD.

Section 2. Chair: The OPPS Chair will be the member who previously served as the Chair-Elect of the OPPS and is a voting member of the GC. The OPPS Chair sets the agenda for all meetings of the OPPS or OPPS GC, charts the course of the OPPS for their term and presents all initiatives to the OPPS GC for approval. The Chair may appoint or select OPPS members to tasks/committees/workforces/etc. as requested by the AAO- HNS/F BOD, AAO- HNS/F EVP, or President. An ad-hoc committee or task force can be initiated by the Chair pending approval of the GC. The OPPS Chair presides at all meetings of the OPPS and represents the OPPS at AAO-HNS/F BOD meetings as a non-voting guest. The Chair is required to attend all OPPS GC in-person meetings and conference calls.

Section 3. Chair-Elect: The OPPS Chair-Elect will be the member who previously served as the 1st Vice Chair of the OPPS and is a voting member of the GC. The Chair-Elect executes all of the duties of the Chair in the Chair's absence. In the event the Chair is unable to fulfill the term of office, the Chair-Elect will become Chair. The Chair-Elect is required to attend all OPPS GC in-person meetings and conference calls. The Chair-Elect will appoint one OPPS member at large to the OPPS Nominating Committee within 90 days of taking office. The Chair-Elect will sit as a voting member of all Committees of the OPPS.

Section 4. 1st Vice Chair: The OPPS 1st Vice Chair will be the member who previously served as the 2nd Vice Chair of the OPPS and is a voting member of the GC. The 1st Vice Chair is required to attend all OPPS GC in-person meetings and conference calls. The 1st Vice Chair will assume the responsibility of the Chair-Elect if the position is vacated. The 1st Vice Chair serves as Chair of the OPPS Business of Medicine Committee.

Section 5. 2nd Vice Chair: The OPPS 2nd Vice Chair will be elected annually by the OPPS membership and is a voting member of the GC. The 2nd Vice Chair is required to attend all OPPS GC in-person meetings and conference calls. The 2nd Vice Chair will assume the responsibility of the 1st Vice Chair if the position is vacated. The 2nd Vice Chair serves as Chair of the OPPS Resident and Fellow Outreach Committee. They must be a member in good standing of the AAO-HNS and be a member of the OPPS. No member who has previously served on the OPPS GC can be nominated or elected to the 2nd Vice Chair position. A term served as OPPS Secretary or Treasurer does not preclude a member from serving in a different OPPS GC position.

Section 6. Immediate Past-Chair: The OPPS Immediate Past-Chair is a voting member of the OPPS GC and serves as a mentor to the Chair. The Immediate Past-Chair is required to attend all OPPS GC in-person meetings and conference calls. The Immediate Past-Chair serves as Chair of the OPPS Nominating Committee.

Section 7. Secretary: The OPPS Secretary is a voting member of the OPPS GC who is required to attend all OPPS GC in-person meetings and conference calls. The OPPS Secretary assures the recording of minutes of all meetings of the OPPS GC and General Assembly. The Secretary is elected to a 3-year term and may not serve more than 2 terms total.

Section 8. Treasurer: The OPPS Treasurer is a voting member of the OPPS GC who is required to attend all OPPS GC in-person meetings and conference calls. The OPPS Treasurer is elected to a 3-year term. The Treasurer is required to maintain and submit the OPPS budget for approval to the OPPS GC for ultimate approval of the AAO-HNS BOD. A Treasurer may not serve more than 2 terms total.

Section 9. OPPS GC Terms of Office: The Vice Chairs, Chair Elect, Chair and Past-Chair will serve 1-year terms. The Secretary and Treasurer will serve 3-year terms. All terms begin at the conclusion of the AAO-HNSF Annual Meeting & OTO EXPO.

Section 10. OPPS GC Quorum: A quorum is required to conduct all GC business. Attendance by a majority of GC members shall be sufficient to establish a quorum.

Section 11. OPPS GC Voting: A majority vote of the GC members present, excluding abstentions, shall be required to constitute action by the GC. A quorum of the GC will be defined as a majority of members and is required for any vote. All GC members shall have a single vote. Written (including email) notification of proxy vote must be provided to the Chair, or presiding senior GC member, prior to the start of the meeting.

Section 12. OPPS GC Meetings: The OPPS Governing Council shall meet at the AAO-HSNF Annual Meeting & OTO EXPO and additionally as scheduled by the Chair as needed. The

OPPS Chair may substitute a video/virtual conference call for an in-person committee meeting at the Annual Meeting. Conference calls constitute an official meeting when a majority of the Governing Council is present.

Article IV. Meetings

Section 1. General Assembly

The OPPS convenes annually during its General Assembly as part of the AAO-HNSF Annual Meeting & OTO EXPO at a place and time coordinated into the overall Annual Meeting schedule. Any action requiring a vote of the General Assembly can be taken electronically or via a video/virtual conference meeting.

Section 2. OPPS Committee Meetings

OPPS Committees with the exception of the OPPS Nominating Committee shall meet at the AAO-HNSF Annual Meeting & OTO EXPO and additionally as scheduled by the Chair as needed. The corresponding Committee Chair may substitute a video/virtual conference call for an in-person committee meeting at the Annual Meeting. Conference calls constitute an official meeting when a majority of OPPS Committee members is present.

Article V. OPPS Section Elections and Voting

Voting for OPPS GC position openings occurs annually either digitally prior to the AAO-HNSF Annual Meeting & OTO EXPO or during the OPPS General Assembly. Only members who meet Section eligibility criteria can vote. Election results are certified by the AAO-HNSF Bylaws Committee.

In exceptional circumstances, the AAO-HNS/F Executive Committee (EC) may authorize additional electronic or in-person voting periods during the General Assembly or at other times during the year, subject to the same eligibility criteria and certification process.

The OPPS Nominating Committee will put forward to the OPPS GC for consideration and approval up to two names for each open Section position.

Open OPPS GC positions will be elected by a majority of eligible voting members of the OPPS present either at the AAO-HNSF Annual Meeting & OTO EXPO OPPS General Assembly or through online voting prior to the OPPS General Assembly. No proxy votes are allowed.

Article VI. Removal of Members from OPPS Elected or Appointed Positions

The AAO-HNS/F BOD may remove any member of the OPPS GC or appointed representatives/delegates if such removal is deemed to be in the best interest of the AAO-HNS/F.

Any elected OPPS member may resign or be removed by the AAO-HNS/F BOD through due process. If their succession is not delineated in the Bylaws, the Chair will appoint, with GC approval, an interim replacement until the next OPPS Section election for the corresponding position. Any vacancy can be filled on an interim basis by a current member of the GC or any member in good standing of the OPPS.

If a vacancy occurs partway through a member's ascension through multiple OPPS GC positions (e.g., the 5-year commitment as 2nd Vice Chair through Immediate Past Chair), then the following 3 actions will occur:

- The earlier-stage position will assume responsibilities for the vacated position's remaining term months as outlined in each OPPS GC position description. In the case of 2nd Vice Chair, the OPPS Chair will appoint, with GC approval, an interim officer for the remaining term months.
- OPPS GC members serving in the earlier-stage positions will be promoted by skipping the next year of their progression at the beginning of their term in the next position.
- The next OPPS call for candidates will include the 1st Vice Chair position in addition to the 2nd Vice Chair position and Secretary/Treasurer, if applicable.

Article VII. Section Representation

Section 1. Board of Governors (BOG) Representatives

The OPPS Chair will appoint from among its members three (3) members to act as representatives to the Academy Board of Governors (BOG). These representatives will hold the following positions to serve terms and fulfill responsibilities in accordance with the BOG Rules and Regulations:

- **BOG Governor:** The BOG Governor is a voting member of the BOG, attends and represents the OPPS at all meetings of the BOG, and keeps the OPPS GC and OPPS membership apprised of BOG actions and initiatives. The Governor shall also serve as a voting member of the BOG Governance and Society Engagement (GOSE) Committee.

- **BOG Legislative Affairs Representative:** The BOG Legislative Affairs Representative attends and represents the OPPS at all meetings of the BOG and keeps the OPPS GC and OPPS membership apprised of BOG legislative actions and initiatives. This Representative shall also serve as a voting member of the BOG Legislative Affairs Committee and a BOG Alternate Governor.
- **BOG Socioeconomic & Grassroots (SEGR) Representative:** The BOG SEGR Representative attends and represents the OPPS at all meetings of the BOG and keeps the OPPS GC and OPPS membership apprised of BOG SEGR actions and initiatives. This Representative shall also serve as a voting member of the BOG Socioeconomic and Grassroots Committee and a BOG Alternate Governor.

Each BOG Governor and Representative serves a 1-year term, and service can be extended 2 more years to a limit of 3 years.

The Chair shall select the BOG Governor and Representatives within 30 days of taking office.

Section 2. ENT PAC Representative

This Representative, who must be a member of ENT PAC (the Academy’s political action committee), attends and represents the OPPS at all meetings of the ENT PAC Board of Advisors, and keeps the OPPS GC and OPPS membership apprised of ENT PAC actions and initiatives. The ENT PAC Representative is selected by the OPPS GC for a term of two years, subject to the review and approval by the ENT PAC Board of Advisors. The term begins on January 1.

Each ENT PAC Representative serves a 1-year term, and service can be extended 2 more years to a limit of 3 years.

The Chair shall select the ENT PAC Representative within 30 days of taking office.

Section 3. Other OPPS Representatives

When appropriate, the GC of the OPPS may provide recommendations and suggestions to the AAO-HNS/F Boards of Directors for potential appointees to serve as liaisons to other AAO-HNS committees or other organizations outside the AAO-HNS. The terms and duties of these positions will be outlined by the GC. Persons will be nominated by the Chair and approved by the GC.

Article VIII. Committees

Section 1. Committee Structure and Operations: Each OPPS committee will adhere to the Academy and Foundation Committee structure as outlined in the AAO-HNS/F Committee Member Handbook.

Section 2. Business of Medicine Committee: This committee will be chaired by the 1st Vice Chair. This committee's primary responsibility is coordinating OPPS educational content on the Business of Medicine and liaising with the OPPS GC on this topic. No OPPS member, with the exception of members of the GC may serve on more than one OPPS committee simultaneously. Subcommittees can be established with approval of the GC.

Section 3. Resident and Fellow Outreach Committee: This committee will be chaired by the 2nd Vice Chair. This committee will be responsible for coordinating with the YPS and SRF and for providing outreach and education to these constituencies. No OPPS member, with the exception of members of the GC may serve on more than one OPPS committee simultaneously. Subcommittees can be established with approval of the GC.

Section 4. Nominating Committee: This committee will be chaired by the Past-Chair of the OPPS. It will consist of the OPPS Past-Chair, Senior Director At Large AAO-HNS, Private Practice, (Member of EC) and one at-large member appointed by the Chair-Elect. It will solicit applications from the membership of the OPPS for each open position for consideration. Each panel of candidates will be approved by the GC at least 6 weeks prior to the election. Each open position will have 2 candidates for consideration.

Section 5. Additional committees: Additional committees can be created at the discretion of the GC and approval of the AAO-HNS.

Article IX. Amendments to Bylaws

Amendments to the OPPS Bylaws may be accepted with an affirmative vote of the majority of members in attendance at a meeting of the General Assembly or via electronic means by a majority of those voting. Such recommended action will then be presented to the AAO-HNS/F Executive Committee (EC) for approval or other appropriate action. Amendments or additions to the appendices to this document must be accepted with a majority affirmative vote of the OPPS GC prior to consideration of the OPPS General Assembly or other electronic vote. An amendment can be proposed by any OPPS member but must be submitted to the GC for consideration and approval for a Section membership vote at least 30 days prior to a meeting of the General Assembly, if the vote will not be electronic.

Article X. Rules of Order

The most recent edition of "Robert's Rules of Order" shall govern the meetings of the OPPS and its GC.