

AMERICAN BALANCE SOCIETY BYLAWS¹

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Article 1. Name

The name of this organization shall be The American Balance Society (hereinafter, Society).

Article II. Aims

The purpose of the Society is to serve as a professional organization of, clinicians, technicians, researchers, students, and ¹other professionals. The Society is comprised of members who have an interest in vestibular and balance sciences and the assessment, diagnosis, and management of patients with vertigo, dizziness and impaired balance.

The Mission of the Society is to serve as a multi-disciplinary organization that strives not only to empower health care professionals to make evidenced-based, patient-centered

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decisions in the pursuit of improved clinical care for patients with dizziness, balance, and movement disorders, but to extend and expand our basic science knowledge of vestibular anatomy and physiology.

The Vision of the Society is to foster the dissemination of knowledge and exchange of information among professionals interested in both clinical care of patients with dizziness and imbalance and among basic and clinical vestibular/balance researchers.

Article III. Membership

3.1.1. Full Membership: This is a voting membership category as outlined in section 3.4. To become a Full member of the Society the applicant should have either (a) a minimum of a post-bachelor's degree in a field related to balance and/or hearing or (b) a minimum of 5 years work experience (research, clinical, and/or industry) in the field of hearing or balance. The determination of eligibility of an individual application for Full membership shall be the responsibility of the Membership Committee after the candidate has supplied evidence of (a) or (b).

3.1.2. Associate Membership: This is a non-voting membership category as outlined in section 3.5. To become an associate member of the Society the applicant should have either (a) a minimum of a bachelor's degree in a field related to hearing or balance and not currently enrolled in a part-time or fulltime post-bachelor's university program or (b) less than 5 years work experience (research, clinical and/or industry) in the field of hearing or balance.

3.1.3. Student Membership: This is a non-voting membership category as outlined in section 3.6. Students who are enrolled full-time or part-time in university program may become Student Members. Student membership terminates at the end of the calendar year (December 31) after graduation from a university program, at which time the Student becomes eligible for either Full or Associate Membership status.

3.1.4. Special Circumstances: Membership considerations not fitting the above membership criteria as outlined in 3.1.1, 3.1.2, and 3.1.3 will be considered on an individual basis by the Membership Committee and approved by the Board of Directors ("Board"). Additionally, if an applicant would like to make an appeal regarding membership status he/she may bring this appeal forth to the Board. The appeal will have to be supported by an active Full member in good standing and presented to the Membership Committee Chair for a two-thirds majority vote from the Board with veto or approval power by the President or President-Elect.

3.2. Dues.

The Board may establish annual dues at any time. Once annual dues are approved by the Board, an amendment to the bylaws will be set forth to reflect this change.

3.3. Termination of Membership.

3.3.1 The Board, by a two-thirds-majority vote, may terminate the membership of any member of the Society who no longer meets membership requirements or who loses his or her license to practice, or has their license suspended, or is found to be in violation of any federal, state, or local law regarding their professional practice.

3.3.2. Any member terminated from the Society has the right to appeal in writing to the Board within 30 days of said notice of termination. The Board, based on two thirds-majority vote, considers each individual full due process. Reinstatement of members and full rights to membership can occur by a two-thirds majority vote from the Board. If the Board denies the membership appeal, reinstatement can be considered in one year upon reapplication by the terminated member to the Board. At that time, the Board may grant or deny membership with a two-thirds majority vote.

3.3.3. Termination of any Board member is outlined and detailed in section 5.7.

3.4. Rights Reserved to Full Members.

All rights contained within section 3.4 are reserved for Full members who are judged to be in good standing (i.e., an individual meeting the membership requirements or one who has not had his or her license to practice suspended or found to be in violation of any federal, state, or local law regarding their professional practice).

3.4.1. To vote by mail or electronic ballot on all matters pertaining to the operation of the Society, including but not limited to election of the President of the Society and election of members of the Board.

3.4.2. To serve on committees, boards, and task forces established by the Board.

3.4.3. To propose projects, ideas, and suggestions to the Board for consideration and possible action. Policies for enactment of any proposed action are outlined in Article IX (Proposals & Amendments).

3.4.4. To initiate resolution creating, amending, or rescinding policy and management directives of the Society. Policies for enactment of any proposed action are outlined in Article IX (Proposals & Amendments).

3.4.5. To initiate procedures for removal of members of the Board pursuant to Article 5.7.

3.5. Rights Reserved to Associate Members

All rights contained within section 3.5 are reserved for Associate members who are judged to be in good standing (i.e., an individual meeting the membership requirements or one who has not had his or her license to practice suspended or found to be in violation of any federal, state, or local law regarding their professional practice).

3.5.1. To serve on committees, boards, and task forces established by the Board, but do not have voting rights and cannot hold office on the Board.

3.5.2. To propose projects, ideas and suggestions to the Board for consideration and possible action. Policies for enactment of any proposed action are outlined in Article IX (Proposals & Amendments).

3.6. Rights Reserved for Student Members.

All rights contained within section 3.6 are reserved for student members who are in good standing (i.e., an individual meeting the membership requirements).

3.6.1. To serve on the Society's Student Involvement Committee, but do not have voting rights and cannot hold office on the Board aside from the student representative seat.

3.6.2. To propose projects, ideas, and suggestions to the Board for consideration and possible action. Policies for enactment of any proposed action are outlined in Article IX (Proposals & Amendments).

Article IV. Meetings

4.1. Scientific Meetings.

4.1.1. The Society shall conduct at least one scientific meeting annually at a time and place determined by the Board.

4.1.2. Scientific meetings of the Society are open to all categories of members, as well as any other interested persons. Anyone may submit scholarly materials for consideration for presentation at a scientific meeting of the Society. A peer review committee composed of three Full members, one of whom will act as Program Committee Chair, will review all scholarly materials submitted for consideration, determine those that are suited for inclusion in the program, and notify authors of approval or rejection of their submissions.

4.2. Meetings.

4.2.1. Board of Directors Meeting.

The Board shall hold an annual meeting to discuss and vote on recommendations set forth by standing and ad-hoc committees and other Society matters requiring action as determined by the President of the Society. The Board will report to the membership during an annual membership meeting regarding significant actions taken by the Board.

4.2.2. Membership Meetings.

The Society shall hold a membership meeting in conjunction with the Scientific Meeting of the Society. The purpose of the annual membership meeting shall be to inform the membership of significant actions taken by the Board since the last annual membership meeting. The President of the Society shall chair and preside over the membership meeting.

4.3. Minutes.

Minutes from all Board meetings and membership meetings will be made available to all members of the Society within 45 days of the meeting.

Article V. Governance

5.1. Board of Directors, Standing and Ad Hoc Committees General Duties.

The Board is the single governing body of the Society. The Board shall promote the objectives of the Society operating in accordance with and implementing programs and policies established by these bylaws and of the Board to support the mission and vision of the Society as outlined in Article II, Aims. Members of the Board are elected (as outlined in section 5.4) to serve the members of the Society.

Standing and ad hoc committees of the Society are formed by the Board and may be modified by a two-thirds majority vote of the Board. All standing committees shall operate to promote the mission and vision of the Society. Ad hoc committees may be formed or reactivated at any time by the Board, may be modified by a two-thirds majority vote of the Board, and shall promote the mission and vision of the Society.

5.1.1. General Duties of Board of Directors.

1. Establish and dissolve standing and ad hoc committees, boards, and task forces, designate and amend their charges, and determine their size and composition to facilitate the mission and vision of the Society.
2. Transact all such other business in the interest of the membership that comes before the Board.
3. Disburse funds under the policies of the Society.

4. Represent the Society in all affairs concerning third parties and designate persons who will be authorized to conduct business in the name of the Society.

5.1.2. General Duties of Standing and Ad Hoc Committees of the Society.

1. Complete the aims of each standing and ad hoc committee in accordance with each committee's objectives.
2. Promote the mission and vision of the Society.
3. Work directly with the Board to effectively communicate recommendations, policies, and practices of Standing and ad hoc Committees.

5.2. Board of Directors Composition, Terms of Office, and Duties and Responsibilities.

5.2.1. Board of Directors Composition. The Board shall consist of nine Full members of the Society who are in good standing. The Board is comprised of the following officers: President, President-Elect, Past-President, and six Members-at-Large. The President-Elect, President, and Past-President will form the Executive Committee. The Board will also include one ex-officio Student Representative. Each of these members, with exception of the Student Representative, will have the authority to vote on issues brought before the Board. In addition, the positions of Treasurer and Secretary will be nominated from one of the six Members-at-Large. The offices of President, President-Elect, and Past-President are excluded from acting as Treasurer or Secretary.

5.2.2. Board of Directors Terms of Office.

5.2.2. (A) The President shall serve for a one (1)-year term as president of the Society and shall serve as the chair of the Board of Directors and preside over all meetings of the general membership of the Society and at the Annual Board of Directors Meeting. The president shall serve a term of one (1) year as president-elect before assuming the office of president and a one (1)-year term as immediate past president upon completion of the term of office as president. A president cannot serve consecutive terms.

5.2.2. (B) The President-Elect shall serve a one (1)-year term, commencing January 1st of the year following the election. The President-Elect shall automatically become incoming President at the end of the term of President-Elect.

5.2.2. (C) Immediate Past President. The president shall, upon completion of term of President, automatically become immediate past president for a one (1)-year term. A

Past-President cannot serve consecutive terms as President nor can they be re-elected to the Board for a hiatus of 6-years (two-terms).

5.2.2. (D) The Treasurer shall be a member of the Board. The Treasurer shall be nominated by the Board and shall be approved by a two-thirds majority vote of the Board. The Treasurer will serve a one (1)-year term, but may be extended to a two (2)-year term at the discretion of the Board by a two-thirds majority vote.

5.2.2. (E) The Secretary shall be a member of the Board. The Secretary shall be nominated by the Board and shall be approved by a two-thirds majority vote of members of the Board. The Secretary will serve a one (1)-year term, but may be extended to a two (2)-year term at the discretion of the Board by a two-thirds majority vote.

5.2.2. (F) Six Members-at-Large shall serve three-year terms on the Board of Directors. Two Members-at-Large shall be elected every year, with their term commencing January 1st of the year following the election. All terms shall be on a calendar year basis ending on December 31st. No one shall serve more than two consecutive three-year terms, but one may run for and be re-elected for two additional terms after a minimum six-year (two term) hiatus or elected as the incoming President-Elect.

5.2.2. (G) The ex-officio Student Representative will be elected for a period of one year, commencing on January 1st of the year following the election. No one shall serve more than two consecutive one (1)-year term.

5.2.3. Board of Directors Duties and Responsibilities.

5.2.3. (A) The President shall represent the Society in accordance with the mission, vision and objectives, and serve as the spokesperson for all affairs of the Society. The President may elect to convene the Executive Committee at any time to discuss matters related to the operation and well-being of the Society. The Executive Committee does not have voting rights as a distinct committee.

5.2.3. (B) The President-Elect shall work closely with the President and assume the responsibilities and duties of the President whenever the President is unable to serve.

5.2.3. (C) The immediate Past-President shall serve as chair of the Nominations Committee and assistant to the president in matters as delegated.

5.2.3. (D) The Treasurer shall manage and communicate all financial matters related to the Society. The Treasurer shall report on the annual financial status of the Society at the Annual Board of Directors and the Membership Meeting.

5.2.3. (E) The Secretary shall communicate matters related to the Society. The Secretary will maintain effective records of the Annual Board of Directors and Membership

Meetings, and will be responsible for effective communication and correspondence with the members of the Society.

5.2.3 (F) Members-at-Large are expected to participate in all formal meetings of the Board whether the meetings be face-to-face, by phone, or by some other mode of communication. The Members-at-Large will also serve as Chairpersons liaisons to a Standing or ad hoc committee. In the absence of any Chairperson for any standing or ad hoc committee, the President shall assume the role of Chair until such position can be filled.

5.2.3. (G) The ex-officio Student Representative shall participate in all formal meetings of the Board whether the meetings be face-to-face, by phone or by some other mode of communication.

5.3. Standing and Ad Hoc Committees Composition.

5.3.1 Composition of Standing and Ad Hoc Committees: Each Ad Hoc committee and each standing committee as identified, shall be chaired by a Full member in good standing and must be approved by a two-thirds majority vote by the Boards. If the appointed committee chairperson is not a Member-at-Large, the President shall appoint a member of the Board to serve as a liaison to such committees.

5.4. Board of Directors Nominations and Elections to Office.

5.4.1. Nominations. The Chair to the Committee on Nominations shall be appointed by the President and subsequent formation of the Committee on Nominations shall be in accordance with Appendix I and shall be agreed upon by a two-thirds majority vote of the Board no later than April 30th of each year. The Committee on Nominations shall issue a call for nominations to the membership for all upcoming Board positions for the following calendar year. The call for nominations should be made available to the membership for no less than 30 days. This period may be extended at the discretion of the Committee on Nominations Chairperson or the President without a two-thirds majority vote of the Board. The Committee on Nominations shall present the slate of candidates to the Board for consideration and approval; the slate will consist of no less than four Full members in good standing to fill two vacant Board positions and, in years appropriate, one Full member in good standing to fill the office of President Elect and one Student member to fill the ex-officio Student Representative, no later than July 31st of each year. All persons so nominated and who agree to serve if elected shall provide a brief biographical sketch and a short synopsis on how they envision the future of the Society to the Chair of the Committee on Nominations no later than August 31st of the election year. The above dates are modifiable for a single election cycle by a two-thirds vote of the Board.

5.4.2. Elections: Full members of the Society will be provided with the name and brief biographical sketch and synopsis of the nominated candidates after conditions outlined in 5.4.1 are met, no later than September 30th of the election year. All eligible Full members

shall be afforded the opportunity to vote through vote electronically for a period of no less than 30 days. All voting ballots shall be electronically submitted to the President. The voting period may be extended at the discretion of the President without a two-thirds majority vote from the Board. In the event of a tie vote, the President has the discretion of extending the voting period up to 14 days. Candidates receiving the most votes shall fill the upcoming vacant positions on the Board. Three-year terms for newly elected Board Members will commence January 1st of the year following the election.

5.4.3. Reappointment / Re-Election to Office. A former president or second-term Members-at-Large may be nominated for reelection to the Board of Directors after a hiatus of at least 6 years (two terms), with the exception of a two-term Member at Large being elected to another three (3)-year term as President-Elect (5.2.2 (F)).

5.5. Vacancies.

5.5.1. President vacancy: If a vacancy occurs for any reason in the office of the President, the President-Elect shall immediately assume the office of the Presidency.

5.5.2. President-Elect vacancy: If the office of President-Elect becomes vacant for any reason, it shall remain unoccupied until a meeting of the Board, at which time a new President-Elect shall be appointed by the Board from within the Society's membership by no less than a two-thirds-majority vote.

5.5.3. Board of Director Member-at-Large vacancy: Should a Member-at-Large vacancy occur for any reason, the President shall have the authority to appoint a Full member in good standing to complete the remainder of the term of office in which the vacancy occurred. The appointment must receive a two-thirds-majority vote from the Board. Partial terms served by appointed persons shall not be counted towards the two-term limit.

5.6. Remuneration.

Members of the Board shall receive no remuneration for service on the Board. Expenses for travel, lodging, meals and incidental expenses incurred when attending Board meetings that do not occur at the annual scientific meeting may be partially or wholly reimbursed at the discretion of the Board.

5.7. Removal from Office.

Any officer may be removed from office by (a) two-thirds majority vote of Board, or (b) written petition signed by 10 Full members of the Society and approval of the petition by two-thirds of Full members of the Society by electronic ballot, or (c) if the officer is no longer a member in good standing.

Article VI. Indemnification

The Board, officers, and standing and ad hoc committee members shall be indemnified by the Society for all activities conducted according to the policies and procedures of the Society.

Article VII. Parliamentary Authority

The rules contained in the current edition of Robert's Rules of Order shall govern the Society in all cases to which they are applicable and in which they are consistent with the governance established in the bylaws.

Article VIII. Publications and Communication

There will initially be no official publications of the society. Periodic electronic will be sent to announce events of interest to the Membership (e.g., the annual meeting, ballots for upcoming votes, and to solicit abstracts for consideration of presentation at the annual meeting. Communication to the membership will be via electronic communication (e.g. direct e-mail) and posted on the Society website regarding general announcements which may include, but not limited to, marketing opportunities, job postings, manufacturer announcements, etc., must receive a two-thirds majority vote of the Board prior to electronic dissemination.

Article IX. Proposals & Amendments

Amendments to the bylaws may be proposed by any member of the Society to the President or to the Board, at which time the ad hoc bylaws committee will be reactivated by the President for review and discussion by the Society. All proposed amendments will be discussed at a Membership meeting or shall be published and distributed electronically to all voting members of the Society at least 14 days prior to balloting. Balloting shall be electronically; a two-thirds majority of the returned ballots in favor of the proposed amendments shall be necessary for approval. To be considered valid, ballots must be returned electronically and dated within 14 days of the date of distribution of the ballots. Amendments shall take effect immediately upon approval, unless otherwise stipulated.

Projects, ideas, and suggestions may be proposed by any member of the Society to the President or to the Board, at which time the Board will convene for review and discussion. Depending upon the nature of the proposal, the Board may send the proposal to a standing or ad hoc committee for additional review and recommendation. All proposed projects, ideas, and suggestions will be discussed at a Membership meeting or published and distributed electronically to all voting members of the society. When appropriate, voting by either the Board or by Membership shall occur. Any proposals requiring a vote will be balloted. A two-thirds majority of the returned ballots in favor of the proposed amendments to the bylaws shall be necessary for approval.