

AMERICAN THYROID ASSOCIATION (ATA) BYLAWS

REVISED 2009

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ARTICLE I

Aims

Section 1. The study and dissemination of knowledge regarding the basic and clinical aspects of thyroid physiopathology.

Membership

Section 2. (a) Membership of the American Thyroid Association, Inc. shall consist of active, senior, corresponding, associate, emeritus, and honorary members.

Eligibility for Membership

Section 2. (b) Those eligible for membership shall be physicians, scientists and other healthcare professionals who have demonstrated by their professional work a definite interest in the field of thyroidology and whose knowledge and abilities, or activities, furthers significantly the aims of the Association.

Those eligible for associate membership shall be physicians, scientists and other healthcare professionals in post-graduate training who, in the opinion of the nominator, have an interest in the field of thyroidology and in the activities of the Association.

Members

Section 3. Those members in good standing in the American Thyroid Association, Inc. on 14 December 1973 (date of revision of the Articles of Incorporation) are hereby declared members in good standing subject to the mentioned Articles of Incorporation and Bylaws.

Election of Members

Section 4. Applications for active and corresponding membership shall be submitted to the Membership Panel. Upon a favorable recommendation from the Panel, new members shall be approved by a majority vote of the Board of Directors.

Corresponding Members

Section 5. (a) A corresponding member is one who in the opinion of the Membership Committee and the Board of Directors is otherwise qualified for membership, but, because of geographic location, cannot meet the obligations of active membership. A corresponding member must be an active member of his/her geographically respective Thyroid Association.

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Section 5. (b) An active member who, because of change in geographic location, is no longer able to meet the obligations of active membership can, upon application to and approval by the Board of Directors, be transferred to corresponding membership.

Section 5. (c) A corresponding member, who, because of change in geographic location, becomes able to meet the obligations of active membership, shall, upon vote of the Board of Directors, become an active member, with all privileges and obligations thereof.

Honorary Members

Section 6. (a) Persons who have made outstanding contributions to the field of thyroidology and who are not members of the Association may be elected to honorary membership.

Section 6. (b) Honorary members are not required to attend meetings or pay dues, may not vote, and may not hold office. Nominations shall be submitted to the Membership Panel. Those recommended for honorary membership by the Membership Panel shall be approved by majority vote of the Board of Directors.

Active Members

Section 7. (a) All applicants who possess appropriate qualifications shall be eligible for membership.

Section 7. (b) Only active members are eligible to hold office in the Association.

Section 7. (c) Only active members of the Association may vote.

Section 7. (d) Active, corresponding, and senior members are required to pay dues to the Association.

Section 7. (e) Any active member who does not attend an annual meeting of the Association for three consecutive years unless officially excused by the Board of Directors, shall upon a majority vote of the Board of Directors be dropped from membership.

Senior Members

Section 8. (a) Senior membership shall be conferred upon an Active member upon application to and approval by the Board of Directors if the member has been an Active member for 20 or more years and has reached the age of 70 years and is retired from active full time professional activities or is unable to meet the obligations of Active membership.

Section 8. (b) Senior members, upon their written request to and majority approval by the Board of Directors may be transferred to active membership.

Section 8. (c) Senior members are not required to attend meetings, may not vote, and may not hold office.

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Section 8. (d) Senior members have the option to pay a discounted registration fee to attend meetings and are not obligated to subscribe to the journal THYROID.

Associate Members

Section 9. (a) Applicants who are in post-graduate clinical or basic fellowship training are eligible for associate membership for tenure of no more than five years. Eligibility for Associate Membership is based on a letter from the Laboratory or Program Director confirming their enrollment in a fellowship program. Upon a favorable recommendation from the panel, new members shall be approved by a majority vote of the Board of Directors.

Section 9. (b) Associate Members are not eligible to hold office in the Association and may not vote.

Section 9. (c) An associate member may apply for active or corresponding membership during the last year of post-graduate training or at any time thereafter.

Emeritus Members

Section 10. (a) Emeritus membership shall be conferred upon an Active or Senior member upon application to and approval by the Board of Directors if the member has been a member for 30 or more years and has reached the age of 75 years. A Corresponding member may be accorded the privilege of Emeritus membership through the same application process. (Current Emeritus members are grandfathered as status.)

Section 10. (b) Emeritus members are not required to attend meetings, may not vote, and may not hold office.

Section 10. (c) Emeritus members are not obligated to pay a registration fee to attend meetings and are not obligated to pay dues.

Section 10. (d) Those Emeritus members in good standing in the American Thyroid Association, Inc. on 24 September 2009 (date of revision of the Bylaws) are hereby declared Emeritus members in good standing subject to the mentioned Bylaws.

ARTICLE II – Directors and Board of Directors

Board of Directors

Section 1. (a) The officers and directors shall constitute the Board of Directors.

Election of Directors

Section 2. (a) There shall be between 13-15 directors, consisting of the immediate past President of the Association, the officers, and eight additional directors, two of whom shall be elected each year to serve four-year terms as described below.

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Section 2. (b) In addition to the officers, two directors shall be elected each year for a four-year term to commence at the conclusion of the business meeting.

Section 2. (c) The President of the Association, immediately upon completion of the term as President, shall serve as a Past-President for a term of one year.

Powers and Function of Board of Directors

Section 3. (a) The Board of Directors shall have the powers and duties as conferred by law upon directors of membership corporations. The Board of Directors shall make and file all reports required by law and by members of the Association. The governing of the Association and the management of its affairs shall be vested in the Board of Directors. The Board of Directors shall have and exercise all powers vested in the Association which may arise between the meetings of the Association, except as limited from time to time by the Association and except the power to amend the Articles of Incorporation and the Bylaws.

Section 3. (b) Eight members of the Board of Directors shall constitute a quorum.

Section 3. (c) The Board of Directors shall constitute a board of inquiry for the investigation of charges brought against members and shall have the sole power to move at a regular annual meeting that a member be expelled from the Association. A three-fourths majority vote of the members present and voting at an annual meeting, a quorum being present, is necessary for a member to be expelled from the Association.

Section 3. (d) The Board of Directors shall meet at least once each year or as often as the interest of the Association may require.

Section 3. (e) Written promises to pay money must bear the signature of the President, the Secretary and the Treasurer and each such written promise shall be approved by the Board of Directors and a majority of the members of the Association present at an annual meeting, a quorum being present.

Section 3. (f) The description of the function and duties of the directors is included in the ATA Policies and Procedures Manual.

ARTICLE III – Officers

Titles and Terms

Section 1. (a) The officers of the Association shall be a President, a President-Elect, a Past-President, a Secretary, a Secretary-Elect, a Treasurer, and a Treasurer-Elect.

Section 1. (b) The President shall serve a one year term immediately following a one-year term as President-Elect.

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Section 1. (c) The Secretary and Treasurer shall serve four-year terms immediately following a one-year term as Secretary-Elect and Treasurer-Elect, respectively. These terms shall be staggered by two years.

Section 1. (d) Terms of office for officers shall commence at the conclusion of the business meeting.

Section 1. (e) The President shall not be eligible for reelection.

Section 1. (f) The Secretary-Elect and Treasurer-Elect, like all other officers, shall be voting members of the Board of Directors while serving in those offices.

President

Section 2. (a) The President shall preside at all meetings of the Association and shall perform all the duties ordinarily pertaining to this office, including the appointment of members of committees.

Section 2. (b) The President shall report to the members of the Association at the annual meeting those activities of the Association, which have occurred during his or her term in office.

Section 2. (c) The President or three members of the Board of Directors may call a meeting of the Board of Directors.

Section 2. (d) The President shall represent the Association on the International Coordinating Committee of the four world Thyroid Associations.

Section 2. (e) The job description of the President is included in the ATA Policies and Procedures Manual.

President-Elect

Section 3. (a) The President-Elect shall serve on the Board of Directors and shall assume the office of President immediately upon the completion of the term of the President.

Section 3. (b) At least one month prior to the meeting, at which he or she becomes President, the President-Elect shall notify the Secretary of intended appointees as chairpersons of each of the standing committees to serve during his or her term as President.

Section 3. (c) The President-Elect shall in the temporary absence of the President preside at meetings of the Association and of the Board of Directors.

Section 3. (d) The job description of the President-elect is included in the ATA Policies and Procedures Manual.

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Past-President

Section 4. (a) The Past-President shall serve as an officer of the Board of Directors and shall assume the office of Past-President immediately upon the completion of the term of the President.

Section 4. (b) The job description of the Past-President is included in the ATA Policies and Procedures Manual.

Secretary/Chief Operating Officer

The duties of the Secretary/Chief Operating Officer carried out upon direction of the Board of Directors include the following:

Section 4. (a) Serve as Chair of the Board of Directors.

Section 4. (b) Serve as a member of the Board of Directors.

Section 4. (c) Attend and keep a record of all meetings of the Association and of the Board of Directors and perform all duties customary to the office of the Secretary.

Section 4. (d) Submit a report of the activities of the office to the Board of Directors and to the Association at its annual meetings.

Section 4. (e) As soon as possible after their election notify new members of their election and of their rights, privileges and obligations to the Association.

Section 4. (f) The job description of the Secretary/Chief Operating Officer is included in the ATA Policies and Procedures Manual.

Secretary-Elect

Section 5. (a) The Secretary-Elect shall serve a one-year term on the Board of Directors and shall assume the office of Secretary/Chief Operating Officer immediately upon the completion of the term of the Secretary/Chief Operating Officer.

Section 5. (b) The job description of the Secretary-Elect is included in the ATA Policies and Procedures Manual.

Treasurer

Section 6. (a) The Treasurer shall serve as a member of the Board of Directors.

Section 6. (b) The Treasurer shall receive all dues and donated funds of the Association and shall disburse them as directed by the Secretary and the Board of Directors. The books, accounts, and vouchers of the Treasurer shall be examined at least once each year by the Finance and Audit Committee. An Annual Financial Audit shall be done by a certified public accountant and a report

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of this examination shall be presented to the Board of Directors, Finance and Audit Committee and to the members of the Association.

Section 6. (c) The Treasurer shall present to the Board of Directors a prospective budget before the annual meeting.

Section 6. (d) The job description of the Treasurer is included in the ATA Policies and Procedures Manual.

Treasurer-Elect

Section 7. (a) The Treasurer-Elect shall serve a one-year term on the Board of Directors and shall assume the office of Treasurer immediately upon the completion of the term of the Treasurer.

Section 7. (b) The job description of the Treasurer-Elect is included in the ATA Policies and Procedures Manual.

ARTICLE IV – Executive Director

The Executive Director is the chief non-elected executive of the ATA, and as such, manages the association's programs and business. The Executive Director shall be given the necessary authority and be held responsible for the direction, administration and coordination of the Association in all of its activities, subject only to such policy as may be adopted and such orders as may be issued by the Board of Directors. The Executive Director shall have a continuing term of office until resignation or termination by the Board of Directors. The Executive Director shall be an ex officio, non-voting member of the ATA Board of Directors, and all committees. All staff are the responsibility of the Executive Director and report directly to the Executive Director. The Executive Director shall be responsible for maintenance of the financial records of the ATA and management of the annual budget, in keeping with the ATA Policies and Procedures Manual.

ARTICLE V - Committees

Standing Committees

Section 1. Standing Committees of the Association shall be determined by the ATA Board of Directors. Descriptions and timelines of all standing committees are included in the ATA Policies and Procedures Manual.

Ad Hoc Committees, Task Forces, Councils and Panels

The President and/or Secretary/COO shall appoint temporary or ad hoc committees, task forces, councils and panels as necessary for the fulfillment of the aims of the Association. All such committees are terminated with the ending of the term in office of the President who made the appointment. The president-elect and/or Secretary/COO may extend the term of such committees if necessary to complete the fulfillment of their charge.

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Membership Participation on Committees

Section 3. ATA members will serve on only one standing committee at any one time but, in addition, may be appointed to ad hoc committees at the discretion of the President. One member of the Board of Directors should be assigned to each committee to act as a liaison between the committee and the Board of Directors.

Membership Panel

Section 4. (a) It is the duty of the Membership Panel to review all applications for membership in the Association. The major criterion for membership shall be evidence of scholarly interest in the thyroid gland. The names of those applicants whose credentials fulfill the requirements for membership and are approved for membership by majority vote of the members of the panel shall be referred to the Board of Directors.

Section 4. (b) No application for membership shall be rejected until reviewed by the Membership Panel for three consecutive years.

Nominating Committee

Section 5. After ascertaining willingness to serve on the part of the potential nominees, the Nominating Committee shall nominate at least two members for the offices of President and directors. The nominating committee shall notify the Secretary of those members nominated at least 75 days prior to each annual meeting. The Secretary shall then notify the membership of the proposed candidates for elective office. Within the next thirty days, nominations by petition for elective office may be submitted. Such petitions require the signatures of at least 5% of the active members. Ballots are to be sent to the membership thirty days in advance of the annual meeting.

Bylaws Committee

Section 6. The Bylaws Committee shall examine the Bylaws and recommend appropriate changes to the Board of Directors and the membership. The Bylaws Committee shall keep a record of all Bylaws changes recommended by the membership at annual meeting in order to incorporate them into written proposed amendments.

ARTICLE VI - Meetings, Elections and Appointments

Annual Meeting and Special Meetings

Section 1. (a) The Association shall hold an annual scientific and business meeting. The unmodified word "meeting" refers to business meeting of the Association. The date and place of the meeting shall be determined by the Board of Directors. At intervals of every four to five years the annual meeting will be constituted as part of the International Thyroid Congress.

Section 1. (b) A special meeting of the Association may be called by the President, three members of the Board of Directors or twenty active members of the Association by signed

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petition submitted to the Secretary at least thirty days before the proposed date of the special meeting.

Section 1. (c) Registration shall be required for all who attend scientific meetings of the Association.

Section 1. (d) The business meetings are open only to members of the Association.

Section 1. (e) If circumstances preclude an Annual meeting being held, voting may take place by mail. A majority of the active members constitute a quorum.

Pre-Meeting Nominations and Voting

Section 2. (a) Before each annual meeting, the members shall elect directors and officers, including the President-elect, from the candidates for those offices. The President shall be elected for a one-year term.

Section 2. (b) The Secretary shall notify the membership of the proposed candidates for elective office after receiving the nominating committee's selection of at least two candidates for offices of President, as well as candidates for any other offices and each director position available. Within the next thirty days, nominations by petition for elective office may be submitted. Such petitions require the signature of at least 5% of active members. Ballots are to be sent to the membership thirty days in advance of the annual business meeting. Ballots will be tabulated in advance of the annual meeting with the voting results announced at the annual meeting.

Section 2. (c) Submission of completed ballots by at least twenty five percent of the active members of the Association will be necessary for voting to be valid.

Section 2. (d) Election to office shall require a plurality vote of the active members voting.

Vacancies and Appointments

Section 3. (a) Any vacancy among the officers, except for the office of President, may be filled by an appointee of the President subject to the majority approval of the Board of Directors.

Section 3. (b) Any vacancy occurring among the directors may be filled by an appointee of the President for the duration of the current presidential term. At the next election, a new director shall then be elected to serve for the duration of the original unexpired term.

Section 3. (c) If the President is unable to carry out the obligations of office because of illness or death, the President-Elect shall be acting President. If the President-Elect dies before the term of office begins, a candidate for President will be chosen by the Nominating Committee for election at the annual meeting in place of the deceased President-Elect. In the event of the death of both the President and President-Elect, an acting President will be chosen by a majority vote of the Board of Directors.

Section 3. (d) If the Secretary, Secretary-Elect, Treasurer or Treasurer-Elect, or any member of the Board of Directors becomes medically disabled, the Board of Directors shall nominate and

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determine an individual to assume their position either for a permanent or temporary time period, at the discretion of the Board of Directors. The Board of Directors, by a majority vote, shall determine if a member is sufficiently ill to be designated as "medically disabled".

Rules of Order

Section 4. Robert's Rules of Order as revised from time to time shall be accepted as a parliamentary guide in the deliberations of the Association.

Order of Business

Section 5. Order of the business of the meeting of the Association shall be:

1. Reading of Minutes of last meeting.
2. Report of the President.
3. Report of the Secretary.
4. Report of the Treasurer.
5. Report of the Standing Committees.
6. Report of Ad Hoc Committees.
7. Unfinished Business.
8. New Business.
9. Introduction of New Officers.
10. Adjournment.

ARTICLE VII - Dues and Fees

Initiation Fee

Section 1. An initiation fee shall be charged all new active and corresponding members.

Annual Dues

Section 2. (a) Active, Senior and corresponding members of the Association shall be charged annual dues. Senior members shall be charged annual dues at a rate lower than active members.

Section 2. (b) Associate, Emeritus and Honorary members do not pay dues.

Change of Dues and Fees

Section 3. (a) The amount of the initiation fee, special fees, and the annual dues of the Association shall be determined by the Board of Directors. The Secretary and Treasurer, with the consent of the Board of Directors, are authorized to raise dues in order to support the activities of the Association.

Section 3. (b) Any member neglecting to pay dues or special assessments approved by the Board of Directors and the membership shall be dropped from membership if these dues and

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assessments are not paid by June 30 of each year. These members shall be sent notification, by the Secretary, offering them the opportunity to satisfy their debt prior to membership withdrawal.

ARTICLE VIII

Non-Members

Section 1. (a) Physicians, allied scientists or others who have a genuine interest in the content of the program may, after payment of a registration fee, attend the scientific sessions.

Section 1. (b) Invited guests of the Association, students, interns, residents, house officers or trainees upon presentation of supporting credentials shall be registered and admitted to the scientific meeting of the Association and charged a minimal fee which includes a copy of the program.

ARTICLE IX

Stewardship of ATA Endowment Funds

Section 1. (a) The ATA has a number of endowment funds which are described in the ATA Policies and Procedures.

Section 1. (b) All funds may be supported by gifts, bequests, and donations from ATA members and other interested individuals and corporations in compliance with ATA Bylaws.

Section 1. (c) Spending of ATA Endowment Funds shall be governed by the Investment Policy Statement of the American Thyroid Association Endowment Funds Section 7 entitled Spending Policy.

Section 1. (d) All accounts must be reported to the ATA Board of Directors for approval twice yearly. In addition, a yearly audit or financial review will be conducted by an independent auditor.

Section 1. (e) The ATA Awards Committee in coordination with the Program Committee has the responsibility to evaluate and recommend the recipients of all Lectureship Awards. Awards must be approved by the ATA Board of Directors.

ARTICLE X

Relationship of ATA Officers and Directors and Committee Chairpersons to Profit-Making Organizations

Section 1. (a) Agreements and understandings between the American Thyroid Association and outside organizations can only be executed at the direction of and with the approval of the ATA Board of Directors. Contractual agreements undertaken by the Secretary of the ATA for the purpose of ATA authorized activities are excluded from this provision.

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Section 1. (b) Commercial affiliations of officers, directors, and committee chairpersons who might be considered to be related to or in conflict with the interests of the ATA should be disclosed annually in writing to the Board of Directors. Such relationships will be monitored by the Board of Directors or its subcommittee for conflict of interest.

Section 1. (c) The use of the ATA name or logo by organizations, institutions, or individuals outside of the ATA requires prior, specific approval of the ATA Board of Directors.

Section 1. (d) Officers, Directors and Committee Chairmen shall ensure those activities of thyroid-related commercial enterprises that involve direct contact with patients do not do so under auspices of the American Thyroid Association.

ARTICLE XI

Amendments

Section 1. (a) These Bylaws, except as noted in Article VII Section 3. (a), may be amended by a two-thirds vote of the members present and voting at a duly called meeting, a quorum being present.

Section 1 (b) The proposed amendments must be presented in writing to the membership 60 days before the meeting. A two-thirds vote or more of members present at the meeting will be required for passage.

Section 1. (c) Amendments made necessary by law shall become effective immediately but must be transmitted to the membership.
