



AMERICAN THYROID ASSOCIATION® BYLAWS

ARTICLE I – Aims, Membership and Members

Aims

Section 1.

To transform thyroid care through clinical excellence, education, scientific discovery and advocacy in a collaborative community

Membership

Section 2. (a) Membership of the American Thyroid Association, Inc. shall consist of active, senior, corresponding, associate, early career, emeritus, advanced thyroid professionals 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 who are medical or graduate students or in post-graduate clinical fellowship or basic post-doctoral training who 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, corresponding, early career, associate, senior, emeritus, advanced thyroid professionals and honorary members shall be approved by the Association in accordance with Board of Directors-established procedures.

Active Members

Section 5. (a) All applicants who possess appropriate qualifications shall be eligible for membership.

Section 5. (b) Only active members are eligible to hold office in the Association.

Section 5. (c) Only active and senior members of the Association may vote.

Section 5. (d) Active, corresponding, associate, early career, advanced thyroid professionals, and senior members are required to pay dues to the Association.

Senior Members

Section 6. (a) Senior membership shall be conferred upon an Active member upon application and approval 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 6. (b) Senior members may be transferred to active membership upon approval by the Association in accordance with Board of Directors-established procedures.

Section 6. (c) Senior members are not required to attend meetings, may vote, and may not hold office.

Section 6. (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®.

Corresponding Members

Section 7. (a) A corresponding member is one who, in the opinion of the Association is otherwise qualified for membership, but, because of geographic location, cannot meet the obligations of active membership.

Section 7. (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 Membership Panel or its designee, be transferred to corresponding membership.



Section 7. (c) A corresponding member, who, because of change in geographic location, becomes able to meet the obligations of active membership, shall, upon approval of the Membership Panel or its designee, become an active member, with all privileges and obligations thereof.

Section 7. (d) Corresponding members can serve on committees and as committee chairs, but cannot hold office or vote.

Advanced Thyroid Professional

Section 8. (a) Eligible Advanced Thyroid Professionals devote a majority of their professional activity to the care and treatment of patients with thyroid disease and thyroid cancer, to include:

1. Advanced Practice Providers are Nurse Practitioners, Clinical Nurse Specialists, Advanced Degree Nurses, Certified Nurse-Midwives, Certified Registered Nurse Anesthetists, and Physician Assistants.
2. Allied Healthcare Specialists are Pharmacists and Registered Nurses.

Section 8. (b) Advanced Thyroid Professionals can serve on committees and as committee chairs, but cannot hold office or vote.

Associate Members

Section 9. (a) Applicants who are medical or graduate students or in post-graduate clinical fellowship or basic post-doctoral training are eligible for associate membership. Eligibility for Associate Membership is based on a letter from the Dean, the Laboratory or the Program Director confirming their enrollment in a fellowship program. Upon a favorable recommendation from the Membership Panel or its designee, new members shall be admitted to the Society.

Section 9. (b) Associate Members can serve on committees and as committee chairs, but cannot hold office or vote.

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

Early Career Member

Section 10. (a) Applicants who have completed their training or postdoctoral fellowship in the last five years may become an early career member.

Section 10. (b) Early Career members may choose to become Active or Corresponding members within the five years after training.



Section 10. (c) Early career member can serve on committees and as committee chairs, but cannot hold office or vote.

Emeritus Members

Section 11. (a) Emeritus membership shall be conferred upon an Active or Senior member upon application to and approval 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.

Section 11. (b) Emeritus members are not required to attend meetings, may not vote, and may not hold office.

Section 11. (c) Emeritus members are not obligated to pay a registration fee to attend meetings and are not obligated to pay dues.

Section 11. (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.

Honorary Members

Section 12. (a) People 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 12. (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.

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 14-17 directors, consisting of the officers, and 8-11 additional directors, two to four of whom shall be elected each year to serve three-year terms as described below. The Nominating Committee can recommend the appointment of up to two



(2) trainee members to the Board of Directors, each serving a staggered two-year term. In the first year, the trainee member shall serve as a non-voting observer. In the second year, the Trainee Member shall serve as a full voting member of the Board of Directors. At all times, the Board shall include one trainee member serving as a non-voting observer and one trainee member serving as a voting member.

Section 2. (b) In addition to the officers, two to four directors, the exact number to be determined on a yearly basis by the Board of Directors, shall be elected each year for a three-year term to commence at the conclusion of the business meeting.

Section 2. (c) Directors will represent the professional disciplines of the ATA members. The Board of Directors will determine the targeted “categories” that need to be filled based on the Board composition and communicate this information to the Nominating Committee as guidance for their deliberations.

Section 2. (d) The qualifications for serving as a director, officer, or trainee member shall be defined in the Policies & Procedures Manual.

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) A majority of the total number of voting members of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

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 Board of Directors, with 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) 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/COO, 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.

Section 1. (c) The Secretary/Chief Operating Officer 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 President of the Association, immediately upon completion of the term as President, shall serve as a Past-President for a term of one year.

Section 1. (g) 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 their 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 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) The President-Elect shall appoint the committee leadership and committee members to serve during their 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.

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 Secretary/Chief Operating Officer is the chief elected officer and carries out the following duties as directed by the Board of Directors:

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

Section 4. (b) 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/Chief Operating Officer.

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

Section 4. (d) 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 prior 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 be responsible for providing financial reports to the Board on revenue and expenses, audit and the IRS form 990, and for carrying out related Board decisions. The books and accounts of the Association 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 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 in the fourth quarter of the year.

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 prior 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 staff executive (CSE) and Chief Executive Officer (CEO) 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, for review and update as necessary, in the ATA Policies and Procedures Manual. The Standing Committees of the Association shall be: Executive Committee (which shall also serve as the Bylaws Committee), the Nominating Committee, and the Finance and Audit Committee. The Board of Directors may establish additional standing committees as it deems necessary to carry out the purposes of the Association.

Other Ad Hoc Committees and Member Workgroups

Section 2. The Board of Directors can create additional ad hoc committees and member workgroups as needed. These groups shall be established with a clear purpose and timeline for deliverables.

Membership Participation on Committees

Section 3. The Board of Directors may establish criteria for member participation on committees, which is detailed in the ATA Policies and Procedures Manual.

Executive Committee

Section 4(a). Composition. The Executive Committee shall consist of the President, President-Elect, Past-President, Secretary/Chief Operating Officer, Treasurer, and, in years when applicable, either the Secretary-Elect or Treasurer-Elect. All members of the Executive Committee must be directors.



Section 4(b). Authority. The Executive Committee shall have and may exercise, when the Board of Directors is not in session, all powers of the Board in the management of the Association except those matters prohibited by Section 712 of the New York Not-for-Profit Corporation Law, including but not limited to:

- (i) submission to the members of any action requiring members' approval;
- (ii) filling of vacancies on the Board or any committee;
- (iii) amendment or repeal of these Bylaws or adoption of new Bylaws;
- (iv) amendment or repeal of any Board resolution that by its terms is not so amendable or repealable;
- (v) election or removal of officers or directors;
- (vi) approval of a merger, plan of dissolution, or disposition of substantially all assets; or
- (vii) approval of amendments to the Certificate of Incorporation

Section 4 (c) Tenure. Members of the Executive Committee shall serve so long as they hold the office that confers committee membership and shall serve at the pleasure of the Board. All actions taken by the Executive Committee shall be reported to the Board of Directors at its next regular meeting.

Section 4(d) Executive Committee Actions. The Executive Committee shall report all its actions to the next meeting of the Board. In the event of a tie vote, the motion shall not carry. The Executive Committee may table the matter for further discussions or refer it to the full Board for decision.

Nominating Committee

Section 5. The Nominating Committee shall be appointed by the Board of Directors. After ascertaining willingness to serve on the part of the potential nominees, nominations for elective office may be submitted by members to the Nominating Committee. The Nominating Committee shall nominate at least one member for the offices of President and directors. The nominating committee shall notify the Secretary/COO of those members nominated at least 75 days prior to each annual meeting. The Secretary/COO 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 at least thirty days before the annual meeting.

Bylaws Committee

Section 6. The Executive Committee serves as the Bylaws Committee and 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 and approved by the membership.

Finance and Audit Committee

Section 7. The Finance and Audit Committee shall be appointed by the Board of Directors and chaired by the Treasurer. Responsibilities of the Finance and Audit Committee are further described in Article III, Section 6(b).

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 and can be held in person or virtually. At intervals of every four to five years, the annual business meeting can be constituted as part of the International Thyroid Congress, depending on whether or not an annual scientific meeting is also being held. Ten percent of the active members constitute a quorum for the business meeting. For action taken during the business meeting, a majority vote of members present is required.

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 petition submitted to the Secretary/COO 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.

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) See Article V, Section 5.



Section 2. (c) Submission of completed ballots by at least ten 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 approval of a majority 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 unexpired term. The appointment shall be ratified by a majority vote of the Board of Directors.

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/COO, Secretary-Elect, Treasurer or Treasurer-Elect, or any member of the Board of Directors is unable to carry out the obligations of office because of illness or death, or becomes medically disabled, the Board of Directors shall nominate and 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 comprised of the following components with any needed modification based on whether the meeting is in-person or virtual:

1. Approval of Minutes of last meeting.
2. Report of the President.
3. Report of the Secretary/Chief Operating Officer.
4. Report of the Treasurer.



5. Updates on work of the committees and other ad hoc groups.
9. Introduction of New Board Members and Officers.
10. Adjournment.

ARTICLE VII - Dues and Fees

Initiation Fee

Section 1. An initiation fee may be charged all new active and corresponding members if so approved by inclusion in the annual budget and approved by the Board of Directors.

Annual Dues

Section 2. (a) Active, senior, corresponding, associate, early career, and advanced thyroid professional 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) 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/COO 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 assessments are not paid by February 28 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) Investment, maintenance and spending of ATA Endowment Funds shall be governed by the Investment Policy Statement as described in the ATA Policies and Procedures.

Section 1. (d) All accounts must be reported to the ATA Board of Directors for review 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 Executive Director and Secretary/COO of the ATA for the purpose of ATA authorized daily business, such as meeting, publications and research activities are excluded from this provision.

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 Chairs 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.



AMERICAN THYROID ASSOCIATION

Optimal Thyroid Health for All

ARTICLE XI - Amendments

Section 1. (a) These Bylaws may be amended by a majority vote of at least 10 percent of members. The voting period shall be 30 days after the date of transmission of the proposed amendments and ballot to the members.

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