

CONGRESS OF NEUROLOGICAL SURGEONS

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September, 1992

Dear Congress Member,

In 1951 the Congress of Neurological Surgeons was founded with a charter in the State of Tennessee. In 1990 it became apparent that the original articles of incorporation had become outdated and ineffective. When our attorneys looked into updating this document it became clear that it would be of benefit to the Congress as a nonprofit organization to be incorporated in Washington, D.C.

In order to switch the incorporation to Washington, D.C. it was necessary to first start a new 501(c)(3) District of Columbia not-for-profit corporation and then *merge* the Congress (a Tennessee not-for-profit corporation) into this new entity. This will result in an up to date charter in a location most beneficial to the Congress.

Enclosed is a copy of the bylaws of the temporary District of Columbia not-for-profit corporation which are *identical* to the bylaws of the Congress as last approved at our Annual Meeting. Also enclosed is the "Plan of Merger" which will allow this process to take place in an orderly fashion. The temporary corporation was given the name "The Society for the Advancement of Neurosurgery".

This change in incorporation requires a two-thirds vote of the membership at the business meeting of the Annual Meeting and an opportunity for the membership to review the Plan of Merger and Bylaws in advance of that meeting. We ask that you look over this material and be prepared to vote on this change at the business meeting. The business meeting will be in Washington, D.C. at the Sheraton Washington Hotel on November 2, 1992. This is strictly a "housekeeping" matter and involves no substantive changes in the Congress.

Thank you for your cooperation and we look forward to seeing you in Washington.

William F. Chandler, M.D.
President

Arthur L. Day, M.D.
President-elect

Richard A. Roski, M.D.
Vice President

Thomas G. Saul, M.D.
Secretary

Ralph G. Dacey, M.D.
Treasurer

**PLAN OF MERGER OF CONGRESS OF NEUROLOGICAL SURGEONS INTO
THE SOCIETY FOR THE ADVANCEMENT OF NEUROSURGERY**

This PLAN OF MERGER (the "Plan") is entered into as of _____, 1992 by and between Congress of Neurological Surgeons, a Tennessee not-for-profit corporation (the "Congress"), and The Society for the Advancement of Neurosurgery, a District of Columbia not-for-profit corporation (the "Society").

WITNESSETH:

WHEREAS, the Congress is (i) a not-for-profit corporation organized for the purpose of promoting such common interests of its members as may qualify it as exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 and (ii) duly organized and validly existing under the laws of the State of Tennessee pursuant to a Charter of Incorporation filed in the office of the Department of State of the State of Tennessee on November 14, 1951;

WHEREAS, the Society is (i) a not-for-profit corporation organized for the purpose of promoting such common interests if its members as may qualify it as exempt from federal income tax under Section 501(c)(3) of the Internal Revenue code of 1986 and (ii) duly organized and validly existing under the laws of the District of Columbia pursuant to Articles of Incorporation filed in the Mayor's office on November 29, 1988; and

WHEREAS, the Boards of Directors of the Congress and the Society deem it advisable that the Congress and the Society (sometimes referred to individually as a "Constituent Corporation" and collectively as the "Constituent Corporations") be merged into a single corporation, with the Society being the surviving corporation (the Society in its capacity as a surviving corporation sometimes being hereinafter referred to as the "Surviving Corporation"), upon the terms and conditions set forth in this Plan and pursuant to applicable laws (the "Merger").

NOW, THEREFORE, in consideration of the foregoing and the mutual covenants and agreements herein contained, and for the purpose of describing the terms and conditions of the Merger, the motive for carrying the same into effect, the manner and basis of converting the assets of the Congress into assets of the Society and such other details and provisions as the parties have deemed necessary or desirable, the parties hereto agree that the Congress and the Society shall be, on the Effective Date of the Merger (as defined in Section 3.01 hereof), merged into a single District of Columbia corporation, the Society, which shall be the Surviving Corporation, and the parties hereto adopt and agree to the following terms and conditions relating to the Merger and the motive for carrying the Merger into effect:

1. Recitals. The foregoing recitals to this Plan are incorporated in and made a part of this Plan.
2. Terms and Conditions of Proposed Merger.

2.01 Surviving Corporation. Under the terms hereof, and in accordance with the applicable provisions of the District of Columbia Nonprofit Corporation Act and the Tennessee Nonprofit Corporation Act, on the Effective Date (as defined in Section 3.01 hereof), the Congress shall be merged with and into the Society, which shall be the Surviving Corporation. Upon consummation of the Merger on the Effective Date, the Surviving Corporation shall continue to exist under and be governed by the laws of the District of Columbia, and the separate corporate organization and existence of the Congress shall cease

2.02 Manner and Basis of Converting Memberships. The manner and basis of converting membership of the Congress into membership of the Society shall be as follows:

Upon the consummation of the Merger, each Active Member, Honorary Member, Senior Member, Inactive Member, International Member, and Resident member of the Congress automatically shall become a corresponding Active Member, Honorary Member, Senior Member, Inactive Member, International Member, or Resident member as the case may be, of the Society, with all the rights and privileges attendant thereto, subject to the terms and conditions as set forth in the Bylaws of the Surviving Corporation.

2.03 Articles of Incorporation. Effective as of the Effective Date, the articles of incorporation of the Society shall be the articles of incorporation of the Surviving Corporation, except that as of the Effective Date Article I of such articles of incorporation shall be amended by deleting such Article I and replacing it with the following so that, as amended, Article I shall read in its entirety as follows:

ARTICLE I

The name of the Corporation shall be the Congress of Neurological Surgeons (hereinafter called the "Corporation").

2.04 Bylaws. As of and after the Effective Date, the Bylaws of the Congress shall become the Bylaws of the Society, until further amended.

2.05 Directors and Officers. As of and after the Effective Date, the directors and officers of the Congress in office as of the Effective Date of the Merger shall be the respective directors and officers of the Surviving Corporation until their respective successors are elected and

qualified in accordance with the Bylaws of the Surviving Corporation or until their earlier resignation, removal or death.

3. Miscellaneous Provisions.

3.01 Effective Date of Merger. The Merger shall become effective (the "Effective Date") as of the date on which the last of the following actions shall have been completed:

(a) This Plan shall have been approved by the members of the Congress by two-thirds vote or a majority of the voting power, whichever is less, in accordance with Section 58-61-103 and other applicable sections of the Tennessee Nonprofit Corporation Act;

(b) Articles of Merger shall have been filed with the mayor of the District of Columbia pursuant to Section 29-543 of the District of Columbia Nonprofit Corporation Act and the Secretary of State of the State of Tennessee pursuant to Section 48-61-104 of the Tennessee Nonprofit Corporation Act; and

(c) The Mayor of the District of Columbia shall have issued a Certificate of merger pursuant to such Articles of Merger

3.02 Effect of Merger. As of the Effective Date of the Merger, the separate existence of the Congress shall cease and said corporation shall be merged in accordance with the provisions of this Plan into the Society, which shall, survive the Merger and shall continue in existence and shall, without other transfer, succeed to and possess all the rights, privileges, immunities, powers and purposes of each of the Constituent Corporations, and all the property, real and personal, causes of action and every other asset of each of the Constituent Corporations, shall vest in the Surviving Corporation without further act or deed, and the Surviving Corporation shall assume and be liable for all the liabilities, obligations and penalties of each of the Constituent Corporations. No liability or obligation due or to become due, claim or demand for any cause existing against either Constituent Corporation, or any member, officer or director thereof, shall be released or impaired by the Merger. No action or proceeding, civil or criminal, then pending by or against either Constituent Corporation, or any member, officer or director thereof, shall abate or be discontinued by the Merger, but may be enforced, prosecuted, settled or compromised as if the Merger had not occurred, or the Surviving Corporation may be substituted in such action in place of either Constituent Corporation.

3.03 Abandonment of Merger. If, at any time prior to the Effective Date, events or circumstances occur which in the opinion of a majority of the Board of Directors of either Constituent Corporation renders it inadvisable to consummate the Merger, this Plan may be terminated and the Merger abandoned even though previously adopted by the members of the Congress and the Board of Directors of the Congress and the Society as hereinbefore provided.

IN WITNESS WHEREOF, the foregoing Plan has been duly approved and adopted by the respective Board of Directors of each Constituent Corporation and by the members of the Congress, and the undersigned have caused this Plan to be duly executed on their behalf as of the date first above written.

Attest:

Secretary

CONGRESS OF NEUROLOGICAL SURGEONS

By: _____

Name: _____

Title: _____

Attest:

Secretary

THE SOCIETY FOR THE ADVANCEMENT OF NEUROSURGERY

By: _____

Name: _____

Title: _____

**ARTICLES OF INCORPORATION OF
THE SOCIETY FOR THE ADVANCEMENT OF NEUROSURGERY**

To: D.C. Department of Consumer and Regulatory Affairs, Corporations Division, Washington, D.C.

We, the undersigned natural persons of the age of eighteen years or more, acting as incorporators of a non-profit corporation, adopt the following Articles of Incorporation for such corporation pursuant to the District of Columbia Non-Profit Corporation Act.

ARTICLE I

The name of the Corporation is The Society for the Advancement of Neurosurgery (hereinafter called the "Corporation").

ARTICLE II

The period of duration of the Corporation is perpetual.

ARTICLE III

The purpose for which the Corporation is organized is to operate exclusively for charitable, educational, scientific, and literary purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent federal tax laws); and within such limits, to advance neurological surgery by dissemination of scientific knowledge; to promote and encourage scientific research; to elevate and sustain the education of physicians in formal institutions of learning and particularly through advanced study and training in neurological surgery; to honor living leaders in the field of neurological surgery; to promote mutual fellowship and good feeling among neurological surgeons; to cooperate with the other branches of the medical profession in all matters of mutual interest and advantage to the public; to direct the energies of the members of the Corporation in the interest of public health and welfare; and, in advancing these and related purposes, to exercise all powers available to corporations organized pursuant to the District of Columbia Non-Profit Corporation Act.

ARTICLE IV

The Corporation shall have one or more classes of membership, which shall have such rights, powers, and obligations as are provided in the Bylaws of the Corporation.

ARTICLE V

The Affairs of the Corporation shall be managed by its Boards of Directors. The number of directors (not less than three) and the manner of choosing directors shall be fixed in the Bylaws.

ARTICLE VI

Except as provided in these Articles, the internal affairs of the Corporation shall be regulated and determined as provided in the Bylaws.

ARTICLE VII

In all events and under all circumstances and notwithstanding merger, consolidations, reorganization, termination, dissolution, or winding up of the Corporation, voluntary or involuntary, or by the operation of law, or upon amendment of the Articles of the Corporation:

(a) The Corporation shall not have or exercise any power or authority either expressly, by interpretation, or by operation of law, nor shall it directly or indirectly engage in any activity, that would prevent it from qualifying (an continuing to qualify) as a corporation described in Section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent federal tax laws).

(b) No part of the assets or net earnings of the Corporation shall inure to the benefit of or be distributable to its incorporators, directors, officers, or other private persons having a personal or private interest in the Corporation, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services actually rendered and to make reimbursement in reasonable amounts for expenses actually incurred in carrying out the purposes set forth in ARTICLE III hereof.

(c) No substantial part of the activities of the Corporation shall consist of the carrying on of propaganda, or of otherwise attempting to influence legislation, unless Section 501(h) of the Internal Revenue Code of 1986, as amended (or corresponding provisions of any subsequent federal tax laws), shall apply to the Corporation, in which case the Corporation shall not normally make lobbying or grass roots expenditures in excess of the amounts therein specified. The Corporation shall not in any manner or to any extent participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office; nor shall it engage in any "prohibited transaction" as defined in Section 503(b) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent federal tax laws).

(d) Neither the whole nor any portion of the assets or net earnings of the Corporation shall be used, nor shall the Corporation ever be operated, for objects or purposes other than those set forth in ARTICLE III hereof.

(e) (1) The Corporation shall distribute its income for each taxable year at such time and in such manner as not to subject it to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent federal tax laws).

(2) The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986

(or corresponding provisions of any subsequent federal tax laws).

(3) The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent federal tax laws).

(4) The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent federal tax laws).

(5) The corporation shall not make any taxable expenditures that would subject it to tax under Section 4945(d) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent federal tax laws).

(f) Upon dissolution of the Corporation, all of its assets and property of every nature and description remaining after the payment of all liabilities and obligations of the Corporation (but not including assets held by the Corporation upon condition requiring return, transfer, or conveyance, which condition occurs by reason of the dissolution) shall be paid over and transferred to one or more organizations which engage in activities consistent with those of the Corporation and which are then qualified for exemption from federal income taxes as organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent federal tax laws).

ARTICLE VIII

The address, including street and number, of the Corporation's initial registered office in the District of Columbia, and the name of the Corporation's initial registered agent at such address are CT Corporation System, 1025 Vermont Avenue N.W., Washington, D.C. 20005.

ARTICLE IX

The number of directors constituting the initial Board of Directors is three and the name and addresses, including street and number, of the persons who are to serve as the initial directors until the first annual meeting or until their successors be elected and qualified are:

NAME	ADDRESS
Christopher B. Shields, M.D.	323 Medical Towers South, Louisville, KY 40202
Donald O. Quest, M.D.	710 West 168th Street, New York, NY 10032
J. Michael McWhorter, M.D.	Bowman Gray School of Medicine, Winston-Salem, NC 27103

ARTICLE X

The name and addresses, including street numbers, of the Incorporators of the Corporation, are:

NAME	ADDRESS
Clifford D. Stromberg	555 Thirteenth Street N.W., Washington, D.C. 20004
Deborah T. Ashford	555 Thirteenth Street N.W., Washington, D.C. 20004
Mary H. McMillian	555 Thirteenth Street N.W., Washington, D.C. 20004

IN WITNESS WHEREOF, we have herunto set our hands and seals this 18th day of November, 1988.

INCORPORATORS:


Clifford D. Stromberg


Deborah T. Ashford


Mary H. McMillian

CITY OF WASHINGTON, DISTRICT OF COLUMBIA

I, Carol L. Hedgpath, a Notary Public, hereby certify that on the 18th day of November, 1988, Clifford D. Stromberg, Deborah T. Ashford, and Mary H. McMillian, personally appeared before me, and being by my first duly sworn, declared that they signed the foregoing Articles of Incorporation of The Society for the Advancement of Neurosurgery as Incorporators, and that the statements therein contained are true.


Notary Public

My commission expires:

My commission expires December 14, 1991

The Articles of Incorporation, dated 1988, are on file with the District of Columbia.

BY LAWS
OF
THE SOCIETY FOR THE ADVANCEMENT OF NEUROSURGERY

Name: The name of the organization shall be The Society For The Advancement Of Neurosurgery (the "Society").

Purpose: This Society is organized to promote the public good through the advancement of neurological surgery and the dissemination of scientific knowledge; to promote and encourage scientific research, elevate and sustain the education of physicians in formal institutions of learning and particularly through advanced study and training in neurological surgery; to honor leaders in the field of neurological surgery; to promote mutual fellowship and good will among neurological surgeons; to co-operate with the other branches of the medical profession in all matters of mutual interest and advantage to the public; to direct the energies of the members of the Society in the interest of public health and welfare; to operate exclusively for charitable, educational, and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986; and, in advancing these and related purposes, to exercise all powers available to corporations organized pursuant to the District of Columbia Non-Profit Corporation Act.

BYLAWS
OF
THE SOCIETY FOR THE ADVANCEMENT OF NEUROSURGERY

ARTICLE I

Offices

Section 1 Principal Office. The principal office of the Society shall be located in the District of Columbia.

Section 2. Other Offices. The Society also may have offices at such other places, either within the District, as the Executive Committee may from time to time determine or as the business of the Society may require.

ARTICLE II

Officers

Section 1. Positions. The officers of the Society shall be a President, a President-Elect, a Vice President, a Secretary, and a Treasurer.

Section 2. Election and Term of Office. The President, President-Elect, and the vice President shall be elected annually by the members and shall each serve for a term of one year, and thereafter until such officer's successor is chosen or until such officer's death, resignation, or removal. If a vacancy occurs in the office of President, the vice President shall exercise the duties of President. If a vacancy occurs in the office of President-Elect, this position shall not be refilled for that year but instead the Nominating Committee shall nominate a member for the office of President before the next annual meeting of the Executive Committee. The Secretary and the Treasurer shall be elected in different years, each for a term of three years. No officer shall serve more than one full term in the same office. If a vacancy occurs in any office other than the President or President-Elect, the Executive Committee may elect a person to fill the unexpired term. No person shall be elected as an officer after such person reaches the age of forty-six (46) years.

Section 3. Resignation and Removal. Any officer may resign at any time by delivering a written resignation to the President or the Secretary. Unless otherwise specified in such notice, the resignation shall take effect upon its receipt. Whenever in the judgment of the members the best interests of the Society will be served thereby, any officer may be removed from office by the affirmative vote of two-thirds of the members, at any meeting of the members duly called and at which a quorum is present.

Section 4. President. The President shall be the chief executive officer of the Society, shall be a member *ex officio* of all standing committees, shall be the Chair of the Executive Committee, and shall have general and active management of the business of the Society. The President, or in the President's absence the Vice President, or in the Vice-President's absence the Secretary, shall preside at all meetings of the Executive Committee.

Section 5. President-Elect. The President-Elect shall have such powers and fulfill such duties as the Executive Committee may from time to time prescribe.

Section 6. Vice President. In the absence of the President, the Vice President shall perform the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions upon, the President. The Vice President shall have such other powers and perform such other duties as the Executive Committee may from time to time prescribe.

Section 7. Secretary. The Secretary shall maintain the minutes of meetings of the Executive Committee, and shall perform like duties for standing committees when required. The Secretary shall cause notice to be given of all special meetings of the Executive Committee, and shall perform such other duties as may be prescribed by the Executive Committee or by the President, under whose supervision the Secretary shall function. The Secretary shall have custody of the corporate seal of the Society, and the Secretary shall have authority to affix the seal to any instrument requiring it and to attest to its authenticity. The Executive Committee may give general authority to any other officer to affix and attest to the seal of the Society. The Secretary may also attest all instruments signed by the President or Vice-President.

Section 8. Treasurer. The Treasurer shall have custody of the Society's funds and securities and shall keep full and accurate accounts or receipts and disbursements in books belonging to the Society, and shall deposit all monies and other valuable effects in the name and to the credit of the Society in such depositories as may be designated by the Executive

Committee. The Treasurer shall disburse the funds of the Society as ordered by the Executive Committee, taking proper vouchers for such disbursements. The Treasurer shall make a report of the finances of the Society as each annual meeting of the Executive Committee, and shall otherwise render an account of transactions as Treasurer and of the financial condition of the Society whenever requested by the President of Executive Committee. The Treasurer shall arrange for an annual audit of the finances of the Society by a certified public accountant acceptable to the Executive Committee, and this audit shall become part of the Treasurer's annual report. The Treasurer shall be Chair of the Finance Committee.

Section 9. Reimbursement. Officers shall not be entitled to compensation for their services as Officers by may receive reimbursement for any reasonable expenses incurred in attending meetings or other authorized activities.

ARTICLE III

Executive Committee (Board of Directors)

Section 1. Powers. The business and affairs of the Society shall be managed by or under the direction of a Board of Directors called "the Executive Committee," which may exercise all such powers of the Society and take all lawful actions unless prohibited by the Articles of Incorporation or these Bylaws.

Section 2. Number and Election. The Executive Committee shall consist of twelve voting members: (a) the President, President-Elect, Vice President, Secretary, Treasurer, and Immediate Past-President, who shall serve during their terms; and (b) six other Members of the Executive Committee who shall be elected (each for a three-year term) by the members at the Annual Meeting. In addition, the President may appoint *ex officio* members of the Executive Committee. Each Member of the Executive Committee elected shall hold office until such Member's successor is elected or until such Member's earlier resignation or removal. No person shall be elected as a member of the Executive Committee after such person reaches the age of forty-six (46) years.

Section 3. Vacancies. Any vacancy occurring on the Executive Committee may be filled until the next annual meeting of members, by the affirmative vote of a majority of the Members of the Executive Committee in office, even if less than a quorum.

Section 4. Meetings. Regular meetings of the Executive Committee shall be held on such dates and at such times and locations as may be designated by the Executive Committee upon reasonable notice.

Section 5. Notice; Waiver of Notice. Notice of a meeting of the Executive Committee may be given either personally, by telephone, or by any form of mail, addressed to the Member at least ten days before the meeting. Notice shall be deemed given when it is personally given or placed in the mail. The notice need not specify the purpose or business of the meeting. An Executive Committee Member may in writing waive notice, and presence at any meeting without objection to the transaction of business shall constitute waiver of required notice.

Section 6. Quorum and Vote at Meetings. At any meeting of the Executive Committee, a majority of the total number of Members in office shall constitute a quorum for the transaction of all business. A majority of the votes cast at a meeting of the Executive Committee, duly called and at which a quorum is present, shall be sufficient to take or authorize action upon any matter which may properly come before the meeting, unless the concurrence of a greater proportion is required for such action by statute, the Articles of Incorporation, or these Bylaws. If, at any meeting of the Executive Committee, there is less than a quorum present, a majority of those present may adjourn the meeting, without further notice, until a quorum is present. At any adjourned meeting at which a quorum is present, any business may be transacted which might have been transacted at the original meeting.

Section 7. Action Without Meeting. Any action required or permitted to be taken at a meeting of the Executive Committee may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all of the Members of the Executive Committee.

Section 8. Telephone Meetings. Any or all members of the Executive Committee or of any committee of the Executive Committee may participate in a meeting of such Executive Committee or committee by means of conference telephone or similar communications equipment.

Section 9. Resignation and Removal of Members of the Executive Committee. Any Member of the Executive Committee may resign by written notice to the President. Unless otherwise specified in such notice, the resignation shall take effect upon its receipt. Whenever in the judgment of the Executive Committee the best interests of the Society will be served thereby, any Member may be removed from office by a two-thirds vote of the Members of the Executive Committee in office, at any meeting of the Executive Committee duly called and at which a quorum is present.

Section 10. Committees. The Executive Committee may, by a resolution adopted by a majority of the Members of the Executive Committee in office, appoint from among its members, one or more committees composed of two or more Members of the Executive Committee, for such purposes and with such powers as the Executive Committee may provide, except that no such Committee(s) shall have or exercise the authority of the Executive Committee in the management of the Society.

Section 11. Reimbursement. Members of the Executive Committee shall not be entitled to compensation for their services as Members or as committee members but may receive reimbursement for any reasonable expenses incurred in attending meetings or other authorized activities.

ARTICLE IV

Membership

Section 1. Members. There shall be six classes of membership in the Society: Active Membership, Honorary Membership, Senior Membership, Inactive Membership, International Membership, and Resident Membership. Only active members shall be entitled to vote. The membership may be international in scope, and there is no limit to the number of members.

Section 2. Age of Members. There is no restriction on the age of a member.

Section 3. Active Members.

A. An applicant for Active Membership in the Society must be a licensed physician, whose practice is substantially limited to neurological surgery. Further, an applicant for Active Membership must:

- (a) (1) be certified by the American Board of Neurological Surgery, the Royal College of Physicians and Surgeons of Canada, or the equivalent; or
- (2) have completed the residency training requirements of a program approved by the American Board of Neurological Surgery; or
- (3) have acceptable academic training equivalent to the requirements for eligibility for examination by the American Board of Neurological Surgery; or
- (4) have an outstanding record in the field of neurological surgery over a period of years, due to the high standard of quality of the applicant's work; and

- (b) be a member in good standing in the applicant's local or regional medical society, except for applicants who are officers in the Armed Forces; and
- (c) have a record consistent with the highest standards of the profession.

B. Each applicant for Active Membership shall file with the Membership Committee such documentation of eligibility requirements and such other information as is necessary to determine the applicant's qualifications for membership, and shall authorize the Membership Committee to obtain other relevant information from appropriate sources.

C. The Membership Committee shall consider all applications for membership and shall furnish the Secretary a list of all applicants that the Committee recommends for membership. The Secretary shall then publish a list of all such applicants for comment by the membership at least thirty days before presenting the applicants to the Executive Committee for approval. The Chair of the Membership Committee shall report to the Executive Committee at each of its meetings and present the list of all eligible applicants, indicating those approved and disapproved by the Membership Committee and in the case of each disapproval, the reasons for disapproval. After receiving the recommendations of the Membership Committee, the Executive Committee shall vote on each applicant's admission. An affirmative vote by a simple majority of the Executive Committee, at a meeting at which a quorum is present, shall constitute approval of membership.

D. Active Members residing in the United States, Canada, or Mexico shall be required to document for the Joint Committee on Education receipt of the Continuing Education Certificate in Neurosurgery at least once every three years. Attendance at the regular annual meetings of the members of the Society also shall be a requirement of Active Membership. Any Active Member who is absent from three consecutive Annual Meetings may be suspended, unless such member has furnished the Secretary with a satisfactory written explanation for such Active Member's absence. Foreign Active Members (other than Canadian members) shall be required to attend one Annual Meeting of the members out of ten. Any Active Member who is suspended, or who has resigned for any cause, may apply to the Membership Committee for reinstatement. The Membership Committee may recommend to the Executive Committee acceptance or rejection of such application for reinstatement. The Executive Committee shall vote on the applicant at the next annual meeting.

Section 4. International Members. International Members who live and practice outside of North America (the United States, its territories, Canada and Mexico) may become Active Members with full rights, privileges, and financial obligations or may be International Members with the following stipulations:

- (A) International Members may participate in all Society Activities and may serve as members of committees and as consultants, but may not hold office or committee chairs. International Members may not vote.
- (B) International Members pay a reduced fee for annual dues and may elect to receive the journal Neurosurgery and the volume Clinical Neurosurgery at a special rate.

Section 5. Honorary Members. Honorary Membership may be granted to certain individuals whom the Executive Committee selects without reference to the foregoing qualifications.

Section 6. Senior Members. Senior Membership shall be granted to any person sixty years of age or older who applies to the Secretary in writing and is an Active Member in good standing. Senior Members shall be exempt from payment of annual dues. Senior Members may continue to participate in committee activities, to receive the annual meeting program and the Newsletter, to purchase Society publications at member rates, and to avail themselves of such other benefits of membership as the Executive Committee may determine. Senior Members may be reinstated to Active Membership on request, subject to approval of the Executive Committee.

Section 7. Inactive Members. Active Members in good standing may apply to the Secretary in writing for Inactive Membership, due to the onset of long-term illness, retirement from active practice, or for other reasons deemed sufficient by the Executive Committee. Inactive Members shall be exempt from payment of annual dues. Inactive Members may continue to receive the Annual Meeting program and the newsletter and to purchase publications at member rates. Inactive Members may be reinstated to Active Membership on return to active practice, upon written application to the Membership Committee and subject to approval of the Executive Committee.

Section 8. Resident Members. Resident Membership shall be available to any resident or fellow in good standing in a neurological training program in North America approved by the American Board of Neurological Surgery, the Royal College of Physicians and Surgeons in Canada or the equivalent entity in Mexico, or in a fellowship immediately following completion of a neurological surgery training program. Applicants for Resident Membership shall furnish to the Resident Membership Committee such information as it may require, including a signed statement from the applicable program or fellowship director that the applicant is a resident or fellow in good standing. Resident Membership may be approved by the Resident Membership Committee without action by the Executive Committee. Resident Membership shall terminate automatically one year following completion of the training program.

Section 9. Professional Standing. Complaints against members in any class may be filed, and sanctions may be imposed, pursuant to the Professional Conduct Rules and Procedures of the Society.

ARTICLE VI

Meetings and Elections

Section 1. Meetings of the Members. The annual business meeting and any other regular meetings of the members shall be held on such dates and at such times and places as are determined by resolution of the Executive Committee, upon at least forty-five days written notice to members. The presence at a meeting of a member without objection to the transaction of business shall constitute waiver of notice by such member.

Section 2. Quorum and Voting Requirements. The presence of twenty-five members entitled to vote shall constitute a quorum for the transaction of business. The affirmative vote of a majority of those present at a meeting at which a quorum exists shall be sufficient to take or authorize any action of the Society, unless otherwise required by law.

Section 3. Nominations for Office. At least sixty days before the Annual Meeting of the Society, the Nominating Committee shall select and report to the Secretary the names of nominees for the offices to be filled. The Secretary shall advise the membership in writing on the nominees at least forty-five days before such Annual Meeting. Not less than thirty days before the Annual Meeting, any twenty members of the Society may nominate any additional eligible candidate(s) for office in writing signed by each and sent to the Secretary. The Secretary shall provide written notice to each member of any additional nominations at least fifteen days before the Annual Meeting.

Section 4. Elections. Each Active Member of the Society shall be entitled to vote for the election of officers at the Annual Meeting. The nominee for each office receiving the most votes shall be elected. Each Active Member of the Society shall be entitled to vote at the Annual Meeting for the election of members at large of the Executive Committee. Votes for each candidate shall be tabulated, the candidate with the fewest votes dropped from the slate, and further ballots completed until candidates sufficient to fill the vacancies each receive a majority of votes. In the event of a tie vote in any election of officers or members at large of the Executive Committee, the President shall cast the deciding vote.

Section 5. Rules of Order. Robert's Rules of Order governing deliberative bodies shall prevail at the meetings of the Society unless otherwise provided by the Bylaws; however, if the application of such rules is infeasible, the officer presiding at such meeting may determine that another suitable body of rules shall prevail.

ARTICLE VII

Fees

Section 1. Initiation Fees and Annual Dues. The initiation fee and the annual dues shall be established by the Executive Committee with the approval of two-thirds of the members present at a regular Annual Meeting. All annual dues shall be payable before the next Annual Meeting. Applicants for membership in the Society who have received notification of approval of their membership application by the Executive Committee on or before September 1 in any year shall pay the initiation fee and annual dues. Applicants elected to membership subsequent to September 1 in any year shall pay the initiation fee but shall not be required to pay annual dues until the following year.

Section 2. Suspension for Nonpayment. Members who do not pay such fees and dues to the Society shall become delinquent thirty days after the Annual Meeting. A default in payment of fees or dues owing for one year following the last Annual Meeting shall automatically cause a suspension of a member. Honorary Members shall not be required to pay initiation fees. Honorary, Senior, and Inactive members shall not be required to pay annual dues. Any member whose membership in the Society is suspended because of nonpayment of dues as required may apply to the Membership Committee for reinstatement. This Committee shall recommend reinstatement or rejection to the Executive Committee, which shall then vote on such suspended member's reinstatement. A majority vote of the Executive Committee present and voting shall be required for reinstatement.

Section 3. Special Assessment. The Executive Committee shall have the power to impose special assessments.

ARTICLE VIII

Committees

Section 1. Standing Committees. The Society shall establish standing committees (comprised of members or others appointed by the President) including the following:

A. **The Annual Meeting Committee** shall consist of a Chair, an Assistant Chair, and the Chairs of the following subcommittees having to do with the preparation and management of the Annual Meeting: (1) Exhibits; (2) Host; (3) Local Arrangements; (4) Registration; (5) Resident Registration; (6) Sergeant at Arms; (7) Videotape Library; and (8) Scientific Program Subcommittee. The Scientific Program Subcommittee shall consist of a Chair, an Assistant Chair and such members as are appointed by the President to be in charge of the various components of the scientific program at the Annual Meeting. The Scientific Program shall include general and open scientific sessions, luncheon discussion groups, special courses and workshops, as well as such other activities as may be directed by the Executive Committee.

B. **The Society Resident Award Committee** shall consist of a Chair (who also serves as the Chair of the Open Scientific Session Committee) and other members appointed by the President. Members of this committee shall review all papers submitted by Resident members for the annual award and shall select the author of the most suitable paper as recipient of the award.

C. **The Bylaws Committee** shall consist of a Chair and members who shall review the Bylaws annually and make recommendations for revision as necessary. Members of this committee shall review any proposed changes and advise the Executive Committee on proposed revisions.

D. **The Certification Committee** shall consist of a Chair and members whose duties shall be to actively encourage completion of the certification process by all eligible neurosurgeons, to conduct programs to attain this goal, and to maintain a liaison between the noncertified neurosurgeon and the Society.

E. **The Clinical Neurosurgery Committee** shall consist of an Editor and members who shall be responsible for the collection of manuscripts from the annual scientific sessions and their publication in Clinical Neurosurgery. The Editor shall serve three years and shall serve on the Annual Meeting Committee.

F. **The Devices and Drugs Committee** shall be composed of a Chair and members who will join with representatives of the American Association of Neurological Surgeons to form the Joint Committee on Devices and Drugs of the American Association of Neurological Surgeons and the Society. This Joint Committee shall have the responsibility of advising both organizations relative to all matters pertaining to the use of devices and drugs in the field of neurological surgery.

G. **The Directory - U.S., Canada and the World Committee** shall consist of two Co-Chairs and members whose function shall be to edit and publish periodically a directory of neurosurgeons of the United States, Canada, and the World.

H. **The Distinguished Service Award Committee** shall be composed of the three immediate Past Presidents who shall advise the Executive Committee of any member whose activities and services relative to the Society are singularly outstanding and sufficient to warrant special recognition. The immediate Past President shall serve as Chair of this committee.

I. **The Education Committee** shall be composed of a Chair and members who will join with the representatives of the American Association of Neurological Surgeons to form the Joint Committee on Education of the American Association of Neurological Surgeons and the Society. The Joint Committee on Education shall have the responsibility of advising both organizations concerning education in the field of neurological surgery.

J. **The Finance Committee** shall consist of the Treasurer as Chair, the immediate past Treasurer, the President, the Secretary, and the immediate Past President. This committee shall advise the Executive Committee relative to long-term financial planning and management of capital reserves.

K. **The Historian and Archives Committee** shall consist of a Chair, the historian, and members who shall maintain a permanent repository for minutes and transactions of the Society, specially bound copies of all issues of Clinical Neurosurgery and Neurosurgery, photographs, historical paraphernalia, memorabilia, and all other items and articles of historical interest.

L. **The Joint Council of State Neurosurgical Societies** shall be established by the Society together with the American Association of Neurological Surgeons. The JCSNS will be comprised both of selected delegates from the State Neurological Societies and of members appointed by the Presidents of the American Association of Neurological Surgeons and the Society. The purpose of the JCSNS is to provide a national forum for the State Neurosurgical Societies of the United States. This forum is primarily for discussion, consideration and proposal of action regarding socio-economic issues concerning neurological surgery. The rules and regulations governing the operation of the JCSNS are those which have been approved by the Board of Directors of the AANS and the Executive Committee of the Society. Amendments to the rules and regulations are subject to approval of the Board of Directors of the AANS and Executive Committee of the Society.

M. **The Strategic Planning Committee** shall consist of seven members, the Past-President, the President, President-Elect, Secretary, Treasurer, Chairman of the Joint Committee on Education, and the Chairman of the Joint Council of State Neurosurgical Societies. In the event that one of these individuals shall hold more than one of the above-mentioned positions, the President shall appoint an alternate to the Committee. This committee shall regularly meet to make recommendations relative to strategic planning of the Society.

N. **The Membership Committee** shall consist of seven members and shall review and vote on all applicants for membership. Appointment to the Membership Committee shall be made by the President with the approval of the Executive Committee. Three members shall be appointed every other year and three members plus the Chair shall be appointed on alternate years. The term of office shall be two years. The Chair shall be selected from among the members of the Executive Committee who are not officers, and shall serve two years.

O. **The Newsletter Editor** shall be appointed by the President and shall prepare editions of the Newsletter as directed by the Executive Committee.

P. **The Nominating Committee** shall consist of seven members, five of whom shall be appointed from the membership at large by the Executive Committee and shall serve for a term of two years, and the two immediate Past Presidents. The immediate Past President shall be Chair of the Nominating Committee. The Nominating Committee shall present candidates for membership on the Executive Committee and for election to office of the Society at each Annual Meeting in accordance with the By-Laws. The Nominating Committee shall report the names of the selected nominees to the Secretary not less than sixty days before the Annual Meeting of the Society.

Q. **The Publications Committee** shall consist of five members who are present or past members of the Executive Committee. The terms of appointment shall be for five years. Appointments to the Publications Committee will be made by the President of the Society. Each new member of this committee shall be appointed in advance of the effective commencement date of their term, which shall begin at the Annual Meeting of that year. Each new member to this committee shall serve as secretary of the committee for the first year and Chair of the committee for the fifth year of their appointment. Non-voting members of this committee shall consist of the Editor of Neurosurgery, the Editor of Clinical Neurosurgery, the Newsletter Editor, the Co-Chair of the Directory Committee, the Manager of the Society Bookstore, and other such non-voting members as may be appointed by the Executive Committee.

The Publications Committee shall meet at least twice a year. It shall advise, manage and coordinate the policy, activities, and financial affairs of the Society publications. Editorial privilege shall remain the prerogative of the individual Editors and their committees. The Chair of the Publications Committee shall report to the Executive Committee at the Annual Meeting.

The Publications Committee shall appoint the Editor of Neurosurgery, with approval of the Executive Committee. The initial term of such appointment shall be five years, which may be renewed for an additional three year term.

R. **The Professional Conduct Committee** shall consist of the immediate past President (who shall serve as Chair) and four members appointed by the President to three year terms. This committee shall implement the Society's Professional Conduct Rules and Procedures, in order to assist in enhancing the quality of neurosurgery.

S. **The Resident Committee** shall consist of a Chair, subcommittees, and members, whose function shall be to initiate and coordinate resident activities of the Society.

T. **The Washington Committee for Neurosurgery** shall be composed of an even number of members, half appointed by the President of the American Association of Neurological Surgeons and half by the President of the Society. The Chair of the Washington Committee shall be elected by the committee members with approval of both parent organizations. The Washington Committee shall represent organized neurosurgery in Washington.

U. **The Committee of Military Neurosurgeons** shall consist of a Chair and members who will form a Joint Committee of Military Neurosurgeons (JCMN) with the American Association of Neurological Surgeons. The committee shall be called the Joint Committee of Military Neurosurgeons of the American Association of Neurological Surgeons and the Society. All military neurosurgeons, active and retired, who are members of the Society may be members of this committee. The Joint Committee of Military Neurosurgeons shall coordinate matters pertaining to Military Neurosurgical members of both parent organizations.

Section 2. Other Committees. The President may appoint on an **ad hoc** basis committees other than standing committees.

Section 3. Quorums. The majority of each committee shall constitute a quorum thereof. Each committee may select its own secretary.

Section 4. Annual Report. The Chair of each standing committee shall make an annual report to the Executive Committee at a time designated by the President and shall otherwise report to the Executive Committee upon request as warranted by such committee's activities.

Section 5. Expenditures. Except to the extent specified in these Bylaws or authorized by resolution of the Executive Committee, no committee or committee Chair or members shall be authorized to represent or bind the Society in any manner or to any degree, or to incur any liability, obligation, contract or debt on behalf of the Society.

Section 6. Terms of Office. The term of office of a member of any committee shall begin with the last day of the Annual Meeting in the year of appointment.

Section 7. Meetings. Any committee shall meet at the call of its Chair or of any two members of the committee.

Section 8. Voting. Each committee member shall be entitled to one vote, either in person or by signed proxy.

Section 9. Publications. Publications and official information, proceedings, and papers presented at annual meetings and committee investigations must be approved by the Executive Committee before publication. However, the Society Newsletter may be published after approval by the President and the Secretary.

ARTICLE IX

Representatives

The Society shall maintain standing representatives, delegates, members, or liaisons (in accordance with each organization's rules and agreements with the Society) to the following organizations or committees, and to other organizations or committees as may be deemed advisable by the President and the Executive Committee.

- A. American Board of Neurological Surgery — Two representatives with terms of six years.
- B. American Medical Association — one delegate and one alternate delegate with terms of four years.
- C. Board of Governors, American College of Surgeons — one representative with a term of three years.
- D. National Coalition for Research in Neurological and Communicative Disorders — one representative with a term of two years.
- E. World Federation of Neurosurgical Societies — two representatives with terms of four years.

Each representative shall file a report with the Secretary of the Society concerning the activities of such representative's committee or organization within thirty days after a meeting of that organization or committee. In the absence of a formal meeting of the organization or committee, an annual report shall be filed at least thirty days before the Annual Meeting of the Society.

ARTICLE X

Auxiliary of the Society

An auxiliary shall be established composed of the spouses of the members of the Society. Auxiliary members may participate in activities such as reception of guests at the Annual Meeting, arranging social functions related to activities of the Society, assisting in the registration of members and guests at the Annual Meeting, and other activities designated by the Executive Committee. The Auxiliary may establish rules to govern its activities. Membership in the Auxiliary is encouraged but not required.

ARTICLE XI

Sections

The Society may, from time to time by resolution of the Executive Committee, create sections representing subspecialty interests in neurosurgery. Such sections may be created separately by the Society, or jointly with the American Association of Neurological Surgeons (Joint Sections). Sections may maintain their own rules, which must be approved by the board of directors of the sponsoring entity or entities. Under such rules, Sections may elect their own officers, hold their own meetings, levy their own dues and must maintain financial accounts. Sections shall not be authorized to use the name of the Society, to issue any statement of position or policy, or issue publications, to incur any debt, liability, contract or obligation in excess of amounts to be determined by the relevant board(s) of directors, without the prior approval of such board(s) of directors. The officers of Sections shall report section activities and finances to the relevant Board(s) of Directors at least annually, and otherwise as may be requested by the Board(s) of Directors or as may be warranted by the activities of such section.

ARTICLE XII

Indemnification

A. The Society shall indemnify to the maximum extent permitted by law (but only to the extent covered by any insurance the Society may from time to time maintain or as otherwise may be determined by the Executive Committee in its discretion) each officer, director or Committee member and each person who has served at its request as a director or officer or representative to another corporation, and each former such person ("covered persons") against expenses (including attorneys' fees), judgments, and fines actually and necessarily incurred by such officer, director or Committee member in connection with the defense of any action, suit, proceeding, of whatever nature, whether civil, criminal, legislative, administrative or investigative, in which such covered person is made a party by reason of serving the Society in such capacity. This indemnification includes amounts paid or incurred in connection with reasonable settlements.

B. This indemnification extends to any criminal action, suit, investigation or proceeding, provided that the same shall be dismissed against such covered person or that such covered person shall be found not guilty. Such indemnification likewise extends to a criminal action, suit, investigation or proceeding that is terminated by a plea of **nolo contendere**, or its equivalent, to a charge of misdemeanor, provided that the conduct complained of on the part of the covered person was done in good faith and with the belief that it was in the best interests of the Society and on the reasonable assumption of its legality.

C. No such reimbursement or indemnification shall relate to any expense incurred in connection with any matter as to which such covered person has been adjudged to be liable for negligence or misconduct in the performance of any duty.

D. The indemnification provided herein shall not preclude other rights which such covered person may have under any agreement, vote of the Executive Committee or otherwise.

E. The indemnification provided herein shall be effective only upon a determination by the Executive Committee (upon the vote of disinterested Members of the Executive Committee only) or upon the Executive Committee's request, by independent legal counsel, that the standards for such indemnification have been met.

ARTICLE XIII

Amendments

These Bylaws may be altered or amended at any general meeting of the Society, by unanimous vote of those present, at said meeting, provided a written copy of said amendment is filed with the Secretary and notice therefore is given in writing to the members at least 45 days before said meeting. Any amendments failing to receive a unanimous vote shall be submitted to the membership at large, by written ballot, approval of said amendment requiring a two-thirds vote of those responding within 45 days of distribution of the ballot.

ARTICLE XIV

General Provisions

Section 1. Execution of Instruments. All checks or demands for money and notes of the Society shall be signed by such officer or officers or such other person or persons as the Executive Committee may from time to time designate.

Section 2. Seal. The Society may have a seal of such design as the Executive Committee may adopt. The custody of the seal shall be with the Secretary who shall have authority to affix the seal to all instruments for which it is required.

Section 3. Fiscal Year. The fiscal year of the Society shall be as determined by the Executive Committee.

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The foregoing Bylaws were adopted by the Executive Committee on October 28, 1989, and approved by vote of the members in October, 1991.