

BYLAWS OF THE AMERICAN ASSOCIATION OF NEUROLOGICAL SURGEONS

FOREWORD

The Harvey Cushing Society was founded in 1931 and became incorporated on June 6, 1956. The Bylaws for conducting the Society's business were adopted at the meeting of the Society in April of 1960. The first revision to the Bylaws was made in 1963. The organization has been restructured, broadening its concept to represent neurosurgery both nationally and internationally. There have been changes in the name of the organization, in composition of the Board of Directors and in other areas including membership classifications and committee structure. These have required extensive changes in the Bylaws over the years.

In July of 2003, the membership approved a change in the organization's structure. As an entity whose primary purpose is education and research, the AANS originally received a tax exemption from federal income taxation under Section 501(c)(3) of the Internal Revenue Code. 501(c)(3) entities have certain limitations on their activities, such as a limit on lobbying and attempts to influence legislation. Due to the increasing number of political and legislative issues affecting the AANS' membership, the Board recommended, and members approved, the establishment of a companion entity, structured as a trade association under Section 501(c)(6) of the Internal Revenue Code. While many of AANS' activities and functions remain under the 501(c)(3), the new entity serves as the umbrella organization, coordinating political activities and sponsoring major income generating programs.

In order to capitalize on the positive name recognition of AANS, the new 501(c)(6) entity assumed the name "American Association of Neurological Surgeons", while the 501(c)(3) entity adopted the name "American Association of Neurosurgeons".

The following pages present the most current version of the Bylaws of the American Association of Neurological Surgeons, and the Bylaws of the American Association of Neurosurgeons, as revised in July of 2019.

BYLAWS

AMERICAN ASSOCIATION OF NEUROLOGICAL SURGEONS

Organized under Section 501(c)(6)
of the Internal Revenue Code

Approved by Membership, July 1, 2019

**AMERICAN ASSOCIATION OF NEUROLOGICAL SURGEONS
BYLAWS**

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AMERICAN ASSOCIATION OF NEUROLOGICAL SURGEONS BYLAWS

ARTICLE I — NAME, PURPOSES, AND PRINCIPLES

Section 1 – Name of the Organization

This organization shall be known as the American Association of Neurological Surgeons (the “AANS”).

Section 2 – Purposes and Principles

The AANS has been established as a trade association under 501(c)(6) of the Internal Revenue Code. The AANS exists for and is dedicated to the following purposes and principles:

- To promote the interests of patients and the neurosurgical profession.
- To provide a communication interface with other groups and represent neurosurgical opinion to preserve and achieve the principles and purposes of the AANS.
- To establish standards of quality care for neurosurgical services.
- To establish policy positions on major issues that affect all Members of the AANS.
- To represent the interests of neurological surgeons before federal, state and local government bodies.

Section 3 – Tax Status of the Organization

Notwithstanding any other provisions of these Bylaws, the AANS shall not carry on any activities not permitted to be carried on by an entity exempt from federal income taxes under Sections 501(c)(6) of the Internal Revenue Code.

Section 4 – Income Not to Benefit Individuals

No part of the income of the AANS shall inure to the benefit of any individual.

Section 5 – Distribution of Income Upon Dissolution of Organization

Upon the dissolution of the AANS, the Board of Directors shall, upon paying or making provision for the payment of all liabilities of the AANS, contribute all of the remaining assets of the AANS to a tax exempt entity with purposes similar to those of the AANS.

ARTICLE II — MEMBERSHIP, RESIGNATIONS AND PROFESSIONAL CONDUCT COMMITTEE

Section 1 – Membership

Any individual who was a Member of the American Association of Neurosurgeons (the “Association”) at whatever classification prior to the establishment of the AANS shall automatically become a member of the same classification in the AANS.

Section 2 – Application, Election and Classifications of Membership

The process for application and election to membership shall be governed by the policy subscribed by the Board of Directors. All members of the AANS shall automatically be considered members of the same classification of the Association.

The members elected to the AANS shall be divided into ten classes:

1. Fellow
2. Provisional
3. International
4. Associate
5. Allied
6. Lifetime
7. Candidate
8. International Candidate
9. Honorary
10. Affiliate
11. Student

It shall be the duty of the Board of Directors to act on the recommendations of the Membership Committee with respect to applications for membership. The decision of the Board of Directors shall be final, except that appeal may be taken from such a decision of the Board of Directors to an open meeting of the AANS. An affirmative vote of at least three-fourths (3/4) of the voting Members present shall be necessary to reverse the decision of the Board of Directors.

A. Fellow. Fellows shall be neurological surgeons who have been certified by the American Board of Neurological Surgery or who are Certificants of the Royal College of Physicians and Surgeons (Neurosurgery) of Canada or the Mexican Council of Neurological Surgery, A.C., of the Republic of

Mexico, and are residents of the United States of America, its Territories, Canada, or the Republic of Mexico, at the time of election to membership, who give proof of good professional standing, and who hold unrestricted licenses to practice medicine in the United States of America, its Territories, or one of the Provinces of Canada or the Republic of Mexico, and who are actively engaged in the practice of neurological surgery, unless by unanimous vote of the Board a specific exception to this rule be deemed advisable.

The honorific of FAANS (Fellow of the American Association of Neurological Surgeons) is granted to AANS members upon successful certification by the American Board of Neurological Surgery, Royal College of Surgeons (Canada), or the Mexican Council of Neurological Surgery. Any member who becomes decertified will no longer have rights to use the honorific.

B. Provisional Member. Provisional Members shall fulfill the requirements for the distinction of Fellow.

Provisional Membership shall automatically terminate on the fifth (5th) anniversary of the Provisional Member's completion of the neurosurgical training program, unless granted an extension by the Board of Directors.

Provisional (Affiliate) Members shall fulfill the requirements for the Affiliate membership category. Provisional (Affiliate) Members, upon becoming certified by the American Osteopathic Board of Surgery will be eligible for promotion to Affiliate Membership. The communication of such certification to the Membership staff office of the AANS by the certifying Board shall automatically transfer such certified individuals from Provisional (Affiliate) to the Affiliate membership category.

Provisional Members shall automatically be eligible to become a Fellow of the AANS upon becoming certified by the American Board of Neurological Surgery or the Royal College of Physicians and Surgeons (Neurosurgery) of Canada, or the Mexican Council of Neurological Surgery, A.C. The communication of such certification to the Membership staff office of the AANS by the certifying Board shall automatically transfer such certified individuals from Provisional to Fellow.

C. International Member. International Members are those who do not qualify as a Fellow by virtue of their residence or training, and who have completed a

formal neurosurgical training program as determined by, and suitable to, the Board of Directors. Individuals applying for International Membership must reside outside of the US or Canada at the time of application.

D. Associate Member. Associate Members shall be non-neurosurgeon MDs, PhDs, nurses, nurse practitioners, or physician assistants, who are residents of the United States of America, its Territories, Canada, or the Republic of Mexico at the time of election to membership. Associate Members should participate in research, surgical innovation, clinical neurosurgical practice or teaching in a related field. Since past accomplishments in neurological surgery have been effected through the close cooperation of all those interested in the science of neurology and its collateral branches, the specialized field of neurological surgery can be further advanced by close cooperation and liaison with these various groups. The Board of Directors will have the prerogative to determine the appropriate number of Associate Members. No individuals shall be elected to Associate Membership unless they have been certified by the national board of certification in the field of their primary activity, if such board exists.

Only Associate Members, who are nurses or physician assistants will be required to attend at least one of every five consecutive annual meetings of the Association.

E. Allied Member. Allied members shall be individuals who are not neurological surgeons and are not employed by or affiliated with entities that develop, produce, market or distribute drugs, devices or therapies used to diagnose, treat, and/or manage health conditions. Allied members shall have benefited the practice of neurosurgery by:

- (1) Administrative contributions to the practice of neurosurgery; or
- (2) Serving as Certified Surgical Technologists who are certified by the Liaison Council on Certification for the Surgical Technologist with advanced certification in neurological surgery.

Allied Members must be sponsored for membership by a neurosurgeon who is an AANS member.

F. Lifetime Member. Lifetime Members shall have been Fellows for at least 20 years, and have permanently and fully retired from the clinical practice of neurosurgery.

Lifetime Members who are permanently and fully retired from operative neurosurgery need not maintain current medical licensure or Maintenance of Certification by the American Board of Neurological Surgery.

Lifetime Members will maintain their Certification of Fellowship Status as FAANS(L) effective as of the date of their retirement, as reported to the Secretary of the AANS, absent any pending disciplinary actions reviews or other proceedings that could result in decertification, censure, suspension, expulsion, etc. If such proceedings are pending, the Board will then suspend a member's request for a change in status until all proceedings are concluded and/or adjudicated.

Lifetime Members (FAANS(L)) shall otherwise fulfill all professional and ethical requirements of the Association. Reciprocally, Lifetime Members (FAANS(L)) can proffer charges against other members, Lifetime Members (FAANS(L)), themselves, and are still subject to review, and/or disciplinary proceedings by the Board and/or the Professional Conduct Committee as described in Section 4 below.

Requests for Lifetime Membership (FAANS(L)) shall be submitted in writing to the Secretary of the AANS for consideration by the Board of Directors at its next meeting.

G. Candidate Member. Candidate Members shall be residents or fellows who are enrolled in a neurosurgical training program acceptable to the Board of Directors.

H. International Candidate Member. International Candidate Members shall be residents or fellows who are enrolled in a verifiable non-North American neurosurgical training program. Upon application, the individual must submit a verifiable program completion date. Without a verifiable completion date, eligibility for this membership category is limited to five years maximum. Once certification is obtained, the International Resident/ Fellow Member may request transfer to International Member status with the submission of a copy of their certification certificate.

I. Honorary Member. Honorary Members shall be chosen from recognized leaders in the field of neurological sciences. Honorary Membership is bestowed upon the recipient by the AANS as described in "The Rules and Regulations of the Board of Directors of the American Association of

neurological Surgeons (AANS)".

J. Affiliate Member. Affiliate Members shall be neurosurgeons who reside in the United States of America, its Territories, Canada, or the Republic of Mexico but do not qualify as a Fellow of the AANS because they are not certified by the American Board of Neurological Surgery, the Royal College of Physicians and Surgeons (Neurosurgery) of Canada or the Mexican Council of Neurosurgery, A.C. Affiliate Members must have completed a formal neurosurgical training program as determined by, and suitable to, the Board of Directors and includes DOs certified in neurosurgery by the American Board of Osteopathic Surgery. Individuals applying for Affiliate Membership must demonstrate that they are in good professional standing, hold unrestricted licenses to practice medicine in the United States of America, its Territories, the Provinces of Canada or the Republic of Mexico, and are actively engaged in the exclusive practice of neurological surgery. Affiliate Members shall be required to satisfy the CME Credit and Meeting Attendance requirements set forth in Article III, Section B.

In the event an Affiliate Member moves outside of the United States of America, its Territories, Canada or the Republic of Mexico, the individual may request transfer to International Member status.

K. Student Member. Medical students in accredited medical schools in the United States, Canada, and Mexico are eligible to apply for AANS Medical Student membership. An official representative from the Office of Student Affairs must submit a letter verifying the student's current status and expected graduation date. There will be an application fee for this membership category but annual dues are not required. Membership will expire upon graduation from medical school.

Section 3 – Resignations

Resignations shall be submitted in writing to the Secretary to be acted upon by the Board of Directors. If a member resigns after notification in writing that an investigation as described in Article II, Section 4 is being considered, the Board of Directors may, at its discretion, delay or refuse acceptance of the resignation and proceed with the investigation as set forth in Article II, Section 4. If the Board accepts the resignation, the procedures will be designated "Resignation of member accepted while under investigation" and the investigation will terminate. The member may request in writing to the Secretary that the investigation continue, in which case the member will be allowed to

participate in the investigation even though the member has resigned. If the charges are not sustained, the category will be changed from “Resignation of member accepted while under investigation” to “Resignation.” Should the charges be sustained, the category of resignation will remain unchanged. Suspended Members are still subject to disciplinary proceedings under these Bylaws.

Section 4 – Suspension/Expulsion/Censure

The Board of Directors shall have the power to suspend or expel any Member who fails to pay dues, or who misses five consecutive annual meetings of the Association without written excuse acceptable to the Board of Directors, or who no longer possesses the qualifications necessary for membership, or who is convicted of a felony involving moral turpitude, and for other reasons as herein provided.

Any Fellow or Lifetime Member of the AANS in good standing may proffer charges alleging that a Member has failed to maintain good professional standing. Failure to maintain good professional standing may be evidenced by, but not restricted to, a violation of the AANS’ Code of Ethics as amended from time to time, a violation of the Rules for Neurosurgical Medical/Legal Expert Opinion Services, engaging in conduct that is illegal, or engaging in conduct that is deemed to be unprofessional by the AANS. Such charges may be made against any class of Member. All charges shall be in writing and shall specify the basis therefore. These charges shall be delivered to the Secretary or the AANS’s legal counsel, who shall forward a copy to the Professional Conduct Committee, which shall process the charges in accordance with such reasonable procedural guidelines as it may adopt. The Professional Conduct Committee shall call on the members who bring the charges for such information, witnesses, evidence, etc., as may be necessary to determine whether a hearing on the charges is warranted, and shall give the respondent an opportunity to respond in writing before such a decision is made. No action shall be taken or recommended against any member without giving the member the opportunity for a hearing. The respondent may conduct a self-defense or shall be entitled to select counsel, and shall be allowed to secure, at his or her own expense, through the use of a certified court reporter, a transcript of the hearing of his or her case by the Professional Conduct Committee. The respondent may waive participation in the hearing. If the respondent has not indicated in writing his/her intent to be present personally or by representative by thirty (30) days before the scheduled hearing, he/she shall be deemed to have waived respondent’s right to be present, and the hearing shall proceed as though the respondent were present.

The hearing shall be closed to all except members of the Committee, complainant, respondent, witnesses, counsels, and the court reporter. The Committee also may arrange for a special neurosurgical consultant to be present at the hearing and to assist the Committee in deliberation, but will not have the right to vote. Any three members of the Professional Conduct Committee shall constitute a quorum for purposes of conducting a meeting.

After reviewing the material submitted by both the complainant and the respondent, and conducting any hearing which is warranted or required by its Procedural Guidelines or these Bylaws, the Professional Conduct Committee shall recommend to the Board of Directors:

- A. That the charges are not sustained, and that no further action be taken; or
- B. That the charges are sustained and that the accused be:
 - 1. censured
 - 2. suspended, or
 - 3. expelled.

The respondent shall be notified in writing, of the date of the meeting in which the recommendations of the Professional Conduct Committee will be made. At that meeting the respondent shall be given an opportunity to make any statement he/she desires before action is taken on the recommendations of the Professional Conduct Committee by the Board of Directors. The Chairman of the Professional Conduct Committee shall also make a statement and explain and define findings of the Committee, but there shall be no examination of witnesses or introduction of further evidence before the Board of Directors.

At the conclusion of the hearing the Board of Directors shall, by secret ballot, determine what action it will take on the recommendations of the Professional Conduct Committee. Censure or suspension shall require an affirmative vote of at least two-thirds (2/3) of the voting Directors present. Expulsion shall require an affirmative vote of at least three-fourths (3/4) of the voting Directors present.

Any Member of the AANS who may feel aggrieved by the action of the Board of Directors of the AANS by being censured, suspended, or expelled shall have the right to appeal to the Membership. Voting upon the appeal shall be by secret ballot to determine whether or not to sustain the action of the Board of Directors.

The respondent shall be given the opportunity to submit a written statement of appeal. The President of the AANS shall then be given the opportunity to submit a written response to explain and define the findings of the Board of Directors and of the Professional Conduct Committee. The statement of appeal and response shall be sent to the entire voting Membership not less than thirty (30) days prior to the next scheduled Annual Business Meeting. At such time, the General Membership also shall be provided access to an electronic link to a ballot on their MyAANS account. Ballots must be cast not more than fifteen (15) days following the Annual Business Meeting. An affirmative vote of at least a majority of the voting Members casting ballots shall sustain the action of the Board of Directors. If the vote to sustain the Board's action receives less than a majority of the votes cast, the charges shall be deemed dismissed.

The decision of the General Membership voting on the appeal shall be final.

ARTICLE III — RIGHTS AND OBLIGATIONS OF MEMBERSHIP

- A. Dues for Members shall be as follows:
1. Dues for each classification of membership shall be determined by the Board of Directors.
 2. The Board of Directors shall have the right to impose general or special assessments.
 3. The Board of Directors shall have the right to reduce dues or to exempt Members from payment of dues on the basis of illness, undue hardship, active military duty, or for other acceptable reasons.
- B. Voting, Holding Office, CME Credit, and Meeting Attendance.
1. Only Fellows, Provisional, and Lifetime Members may vote.
 2. Only Fellows may hold office.
 3. Fellows and Provisional Members shall be required to document receipt of the Continuing Education Award in Neurosurgery at least every three years and to attend at least one of every five consecutive annual meetings of the Association.
- C. Committees. All classifications of membership may serve on committees.
- D. Member's Address of Record. It is the member's responsibility to provide AANS with a current address. Any notification required under these bylaws is deemed
- AANS Bylaws

completed upon sending information to the Member's Address of Record.

ARTICLE IV — BOARD OF DIRECTORS

Section 1 – Management of the Association

The control of the AANS shall be vested in a Board of Directors, composed of Fellows, who shall govern and manage the affairs of the AANS in accord with the purposes and principles and other requirements of the Bylaws of the AANS and in conformity with the laws governing its incorporation. All powers not specifically allocated to others shall be retained by the Board of Directors. The Board of Directors shall be sixteen (16) in number.

Section 2 – Board Composition

The Board of Directors shall consist of the five Elected Officers (President, President-Elect, Vice President, Secretary, and Treasurer), the Past President, six Directors-at-Large, and four Regional Directors, each of whom shall represent one of the four regions defined by the Council of State Neurosurgical Societies. The five Officers, the six Directors-at-Large, and the four Regional Directors shall be nominated (as provided in Article VIII) and then elected by the Members of the AANS at the Annual Business Meeting.

Section 3 – Election of Board Members

All Directors shall be elected for staggered terms of three years each. Upon assuming office, no Director, whether elected through a Quadrant or At-Large, shall be eligible to serve more than one complete term unless subsequently elected as an Officer of the AANS

Section 4 – Vacancies

Vacancies among the Board of Directors shall be filled as prescribed in Article VIII, Section 5.

Section 5 – Regular Meetings

The Board of Directors shall meet at least on an annual basis. Such annual meetings shall be scheduled to coincide with the annual meeting of the Association. All meetings of the Board of Directors shall be held at a time and place designated by the President. A quorum shall consist of at least half of the sitting members of the Board.

Section 6 – Special Meetings

Special meetings of the Board of Directors may be called at any time by the President, and shall be called by the President on written request of any five Members of the Board. Written notice shall be forwarded to each Member of the Board not less than ten days prior to any meeting. A quorum shall consist of at least half of the sitting members of the Board.

ARTICLE V— ELECTED OFFICERS AND APPOINTED OFFICERS

Section 1 – Positions and Terms of Officers

The elected Officers of the AANS shall consist of a President, a President-Elect, a Vice President, a Secretary, and a Treasurer. The term of office for the President, President Elect, and Vice President is one year. The term of office for the Treasurer and the Secretary is three years, elected in such a manner so that their terms are staggered. The officers of the AANS shall serve as the officers of the Association in the same capacity and for the same tenure.

Section 2 – Absence of President, President-Elect and Vice President

In the absence of the President, the President-Elect, and the Vice President, then the Board of Directors shall elect one of its Members to preside pro tempore.

Section 3 – Officer Vacancies

Vacancies among the Officers shall be filled as prescribed in Article VIII, Section 5.

Section 4 – Committees of the Board

The members of the committees of the Board of the AANS shall serve as the members of the corresponding committees of the Board of the Association. The Committees of the Board are:

A. Executive Committee. The Executive Committee shall be composed of the President, President-Elect, Vice President, Secretary, Treasurer, and Immediate Past President.

It shall be the duty of the Executive Committee to act on behalf of the AANS between regular or special meetings of the Board of Directors. Decisions of the Executive Committee shall be reported at the next meeting of the Board of Directors. Policy decisions of the Executive Committee may be ratified or rescinded by the Board of Directors.

B. Finance Committee. The Finance Committee shall be composed of nine members. They shall be the Treasurer (as Chair), President, President-Elect, Past President, Vice President, Secretary, and three other members of the Board of Directors who will be appointed by the President for one-year renewable terms.

It shall be the duty of the Finance Committee, each year, to prepare a detailed Proposed Budget of the AANS, and present it at an Annual Meeting of the Board of Directors, and to thereafter monitor revenues

and expenses so as to ensure adherence to the Approved Budget, reporting current financial status to the Board of Directors on a quarterly basis.

C. Strategic Planning Committee. The Strategic Planning Committee shall be composed of ten members. The President-Elect (as chair), President, Past President, Vice President, Secretary, Treasurer, Young Neurosurgeons Committee Chair and three other members of the Board of Directors who will be appointed by the President for one-year renewable terms.

It shall be the duty of the Strategic Planning Committee to develop and implement a review process to maintain an ongoing evaluation of the AANS.

Section 5 – Appointed Officers

There shall be the following Appointed Officers:

A. Executive Director. The Board of Directors may employ an Executive Director. The Executive Director shall act under the immediate direction of the Board of Directors and the Executive Committee and shall implement the policies and directed actions.

B. Parliamentarian. The Parliamentarian shall be appointed by the President. The Parliamentarian shall serve at the pleasure of the President.

The Parliamentarian shall be knowledgeable in matters of parliamentary procedure and shall advise the Officers and Members in such matters.

ARTICLE VI— DUTIES OF OFFICERS

Section 1 – President

It shall be the duty of the President to preside at all meetings of the AANS and to see that rules are properly enforced in all deliberations of the AANS. The President shall be an ex officio member of all committees.

Section 2 – President Elect

In the absence of the President, the President-Elect shall preside and assume the usual duties of the President.

Section 3 – Vice President

In the absence of the President and the President-Elect, the Vice President shall preside and assume the usual duties of the President for the remainder of the President's unexpired term of office. A special meeting of the Nominating Committee shall then be convened to fill the vacancy created by the absence of the President

Elect. A vacancy in the Vice President position shall be filled as prescribed in Article VIII, Section 5.

Section 4 – Secretary

It shall be the duty of the Secretary to keep a true record of the proceedings of the meetings of the AANS, and to keep a register of the Membership in both the AANS and the Association with the date of admission and the place of residence. The Secretary shall send proper notice of all meetings to each Member at least forty-five (45) days in advance and shall notify all Members of the Committees of their appointments and duties assigned to them. The Secretary shall also act as Secretary of the Board of Directors. A vacancy in the Secretary position shall be filled as prescribed in Article VIII, Section 5.

Section 5 – Treasurer

It shall be the duty of the Treasurer to keep the accounts of the AANS and to collect all monies due the AANS. The Treasurer and the President shall be authorized to expend such funds as are necessary in payment of the expenses of the AANS and to keep accurate records of the same. The Treasurer shall also keep a correct record of all monies received, giving receipts for same. A vacancy in the Treasurer position shall be filled as prescribed in Article VIII, Section 5.

ARTICLE VII— ANNUAL MEETINGS

The Annual Business Meeting of the AANS shall be held during the annual meeting of the Association.

ARTICLE VIII— NOMINATING COMMITTEE; NOMINATION AND ELECTION OF OFFICERS, DIRECTORS AND NOMINATING COMMITTEE; VACANCIES

Section 1 – Composition of Nominating Committee

There shall be a Nominating Committee of the AANS composed of seven members: Past President (Chair), President-Elect, and five Fellows who are not Directors.

The five non-Director members shall be nominated and elected as provided for in this Article for staggered two-year terms. Three non-Director members will be elected in odd numbered years and two non-Director members will be elected in even numbered years. There shall be equitable geographic representation among the non-Director members. They shall not be eligible for re-election to the Nominating Committee. They shall not be eligible for election to the Board of Directors while serving on the Nominating Committee.

It shall be the duty of the Nominating Committee to seek extensively and receive information and suggestions for nominations for Officers, Directors-at-Large, and Nominating Committee Members. On January 1 of each year, the Nominating Committee will call for suggestions for nominations for all positions to be filled in April of the following year. This call will be sent to:

1. The Membership
2. The AANS Board of Directors
3. National neurosurgical societies in the United States and Canada
4. Regional neurosurgical societies
5. Each state neurosurgical society
6. The Council of State Neurosurgical Societies
7. Other bodies as determined by the Nominating Committee

Each call for nomination suggestions will define what offices will become vacant and provide a list of specific criteria and guidelines required for each office. This list will be developed by the Nominating Committee, with the guidance and recommendations of the Strategic Planning Committee, and will be based on an annual analysis of the current Board of Directors' composition. These expectations may vary from year to year, depending on the existing Board of Directors' expertise, issues facing the AANS, and other factors.

Each of the bodies set forth above may submit up to three suggestions for each Officer, Director-at-Large, and/or Nominating Committee member to be nominated; each name must be accompanied by a written statement of that individual's qualification for office, as defined in the criteria and guidelines provided by the Nominating Committee.

Suggestions for nominations shall be received by the Nominating Committee no later than September 1 of each year.

Section 2 – Selection of Slate of Candidates

The Nominating Committee will review all panels submitted and then select its slate of one or more nominees for each position. This slate will be sent to the Board of Directors for review at its Interim Meeting.

The Nominating Committee will report its slate to the Membership in accordance with the Bylaws, not less than ninety (90) days prior to the Annual Business Meeting, to allow time for review and response. Experience in AANS leadership, including previous service as an elected member of the Board of Directors,

is required to be nominated for President or President-Elect.

Each nominee for Regional Director shall be selected by the duly elected State Delegates from their respective Region. The names of these nominees shall be forwarded to the Nominating Committee for circulation to the Membership.

Additional nominations for Officers, Directors, and Nominating Committee Members may be made only in writing by the voting Membership. Such nominations shall be submitted to the Secretary of the AANS in writing not less than sixty (60) days prior to the Annual Business Meeting and shall require the signatures of not less than twenty (20) voting Members of the AANS as well as the written consent of the nominee. Nominees for Regional Directors received in this manner must be from the Region they are to represent. Any nominations so made will be placed on the ballot so as to indicate that they are not a part of the Nominating Committee slate.

Section 3 – Election of Candidates

In the event of an uncontested slate, the election shall be conducted at the Annual Business Meeting.

When there is more than one nominee for any vacant office, the Nominating Committee shall require curriculum vitae from each candidate who is opposed, which shall not exceed two typewritten pages in length. Copies of each curriculum vitae shall be sent with the ballots to the entire voting Membership, not less than forty-five (45) days prior to the Annual Business Meeting. The election shall be by secret ballot. The nominee for each position receiving a majority of the votes cast shall be elected.

Ballots shall be distributed to the entire voting Membership not less than forty-five (45) days prior to the Annual Business Meeting. Ballots shall not be signed or otherwise identified with the Members voting. Ballots to be considered shall be received no later than fifteen (15) days prior to the Annual Business Meeting. Ballots not conforming to these requirements are invalid.

The Executive Director shall verify the eligibility of the ballots returned. An auditor will certify the election.

The Secretary shall announce the results at the Annual Business Meeting.

Section 4 – Officer Transition

Officers, Directors, and Nominating Committee Members shall take office at the close of the annual meeting of the Association at which they have been

elected. Officers, Directors, and Nominating Committee members shall serve until the term of office is completed or until a successor is elected.

Section 5 – Vacancies

If a Nominating Committee Member is unable to serve, if a Director of the AANS becomes an Officer of the AANS, or if a Director or Officer of the AANS fails to attend three successive, regularly called meetings of the Board of Directors or the Executive Committee (if applicable), resigns, becomes seriously incapacitated or dies, that position may be declared vacant by the Board of Directors.

A Member of the AANS shall be elected by the Membership in the manner prescribed in this Article for nomination and election of Officers, Directors, and Nominating Committee to fill such vacancy for the unexpired term of office. In the interim before the Annual Business Meeting, the Board of Directors may appoint a Member to serve temporarily.

If an AANS Member who has been selected as part of the Nominating Committee's slate withdraws from consideration prior to the contested or uncontested Election by the Membership, the following process will be implemented:

1. In accordance with the AANS Bylaws, Article VIII, the Nominating Committee will select its nominee for the vacant position.
2. Additional nominations for the vacant position may be made only in writing by the voting Membership. Such nominations shall be submitted to the Secretary of the AANS by May 31 of that year. Such nominations shall require the signatures of not less than twenty (20) voting Members of the AANS as well as the written consent of the nominee.
3. In the event no additional nominations are received for the vacant position, the nominee selected by the Nominating Committee shall take office effective June 1 of the affected year. The Secretary shall provide written notice to the voting Membership as to whether any additional nominations are received.
4. If there is more than one nominee for the vacant position, the Nominating Committee shall require curriculum vitae from each candidate who is opposed, which shall not exceed two typewritten pages in length.
5. Copies of each curriculum vitae shall be sent with the ballots to the entire voting Membership on or before June 7 of the affected year. Any nominations made pursuant to Paragraph No. 2

above will be placed on the ballot so as to indicate that the nominee(s) was not selected by the Nominating Committee.

6. The election shall be by secret ballot. The nominee receiving a majority of the votes cast shall be elected.
7. Ballots to be considered shall be received, electronically or by regular mail, on or before July 7 of the affected year. Ballots not conforming to these requirements are invalid. The AANS Executive Director shall verify the eligibility of the ballots returned and an auditor will certify the election.
8. The Secretary shall send electronic and written notice of the results to the voting Membership on or before July 10 of the affected year. In the event of a contested election, the elected officer shall take office once the Secretary provides notice of the results to the Voting Membership.

In the event of the absence of the President and President-Elect resulting in the Vice President assuming the usual duties of President for the remainder of the President's unexpired term of office, the Nominating Committee shall convene a special meeting within thirty (30) days of the Vice President assuming the usual duties of the President in order to appoint a President-Elect. The Secretary shall send electronic and written notice to the voting membership within ten (10) days of the Committee's appointment of the new President-Elect.

ARTICLE IX— COMMITTEES, APPOINTMENTS AND SECTIONS

Section 1 – Designations of Committees and Appointments

There shall be Standing, Joint, and Special Committees of the AANS. The members of the Standing, Joint and Special Committees of the AANS shall serve as the member of the corresponding committees of the Association. Chairpersons and Members of all Committees shall be appointed by the President and ratified by the Board of Directors. Further, the President or Board of Directors, unless otherwise specified, shall make all other appointments. The Board of Directors shall ratify or reject all appointments.

Section 2 – Standing Committees

There shall be the following Standing Committees of the AANS with the stated duties:

Unless specifically stated otherwise, each named Standing Committee shall be composed of at least three Members.

A. Bylaws Committee. It shall be the duty of the Bylaws Committee to review the Bylaws and make recommendations as to changes in the Bylaws when requested to do so by the Board of Directors.

B. Membership Committee. The Membership Committee shall receive, process, and make recommendations on all applications for membership in the AANS, ascertaining that the applicant meets all requirements of membership in all respects.

C. Nominating Committee. See Article VIII.

D. Professional Conduct Committee. It shall be the duty of the Professional Conduct Committee to investigate charges of unprofessional conduct brought by Members of the AANS against other Members of the AANS.

Section 3 – Joint Committees

From time to time for specific purposes as may be deemed necessary by the Board of Directors, the AANS may form one or more Joint Committees with one or more other neurosurgical organizations.

Section 4 – Special Committees

Special or Ad Hoc Committees for other specific purposes may be established by the President or the Board of Directors when they are deemed necessary. Such Committees may be composed of as many members as the President or the Board of Directors determines. The term of membership on Special Committees will be no more than three years. A member of a Special Committee may serve more than three years only if reappointed by the President or the Board of Directors.

Section 5 – Appointments to Committees

Appointments of one or more of the Members of the AANS may be made by the President or the Board of Directors to serve as liaison, advisors, or representatives to other organizations whenever such a request is made to the AANS.

Section 6 – Council of State Neurosurgical Societies (CSNS)

The AANS, together with the Congress of Neurological Surgeons, shall establish a Council of State Neurosurgical Societies (CSNS).

A. The CSNS will be comprised of both selected delegates from the State Neurosurgical Societies and

of members appointed by the President of the AANS and the Congress of Neurological Surgeons.

B. The purpose of the CSNS is to provide a national forum for the State Neurosurgical Societies of the United States. This forum is primarily for discussion, consideration and proposals of action regarding socioeconomic issues concerning neurological surgery.

C. The rules and regulations governing the operation of the CSNS are those which have been approved by the Board of Directors of the AANS and the Executive Committee of the CNS. Amendments to the rules and regulations are subject to approval of both the Board of Directors of the AANS and the CNS Executive Committee.

Section 7 – Sections or Joint Sections

A. The Board of Directors may authorize Sections of the AANS, embracing designated scientific disciplines within neurological surgery.

Each Section or Joint Section of the AANS shall have written rules and regulations for its operation. These shall be available in the Executive Office.

B. Sections or Joint Sections of the AANS may be established in the following manner:

Petition to establish. Twenty-five (25) or more voting Members of the AANS, interested in a designated discipline, may petition to establish a Section or Joint Section of the AANS. The petition shall state the proposed name of the Section or Joint Section, the discipline to be represented, proposed rules and regulations for the Section or Joint Section, and any other information which the petitioners believe will assist the Board of Directors in evaluating the petition. The Board of Directors, at its discretion, may grant or deny a petition for establishment of a Section of the AANS, or may grant a petition subject to such conditions as it deems appropriate.

C. Duties of Sections of the AANS. Each Section or Joint Section of the AANS shall limit its membership to voting Members of the AANS, or sponsoring neurological organization, except that a Section or Joint Section may have as affiliate members persons who are not voting Members of the AANS. A Section or Joint Section must admit all members of the AANS or sponsoring neurological organization, who are reasonably qualified in the specific discipline it represents, and shall otherwise promote the best interests of the AANS as a whole.

Each Section or Joint Section shall file with the Executive Director a copy of its current rules and regulations and a current list of its members.

Each Section or Joint Section shall, on or before October 1 of each year, submit to the Treasurer a copy of its income and disbursements for the prior calendar year. The AANS shall not be responsible for the debts of a Section.

A Section or Joint Section may not join with any other organization without prior consent of the Board of Directors.

A Section or Joint Section may not establish a journal or engage in fund raising activity without consent of the Board of Directors.

D. Termination. A Section or Joint Section of the AANS may terminate its activities at any time upon receiving permission from the Board of Directors. The Board of Directors may, at its discretion, terminate the existence of a Section or Joint Section of the AANS. Upon the termination of a Section or Joint Section, its assets shall be applied first to payment of its obligations, and the balance shall be deposited in the General Fund of the AANS.

ARTICLE X — THE FISCAL YEAR OF THE AANS

The fiscal year of the AANS shall be from July 1 through June 30, or as agreed and voted upon by the AANS' Board of Directors.

ARTICLE XI— AMENDMENTS

Section 1 – Amendment Procedures

Amendments to these Bylaws may be proposed at any time by the Board of Directors or by at least four (4%) of voting Members in good standing. Proposed amendments shall be sent to the entire voting membership electronically. The voting membership shall have not less than thirty (30) days to review the proposed amendments and provide comments. The AANS President shall issue a written response to all comments received from the voting membership within thirty (30) days. Ballots shall be distributed to the voting membership with the AANS President's response. Voting shall remain open for a period of thirty (30) days. The affirmative vote of two-thirds of the members submitting votes is required for adoption of an amendment.

The ballot shall present the current Bylaws provision to be amended where applicable and the proposed amendments.

Section 2 – Adoption Requirements

The affirmative vote of at least two-thirds (2/3) of the members voting shall be required for the adoption of an amendment.

Section 3 – Non-substantive Amendments

Notwithstanding Sections 1 and 2 above, non-substantive amendments to these Bylaws, such as changes to word choice that do not impact the actual effect of a provision, may be approved by the affirmative vote of a majority of the members of the AANS Board of Directors without a membership vote.

ARTICLE XII — QUORUM

The voting Membership present at any Annual Business Meeting shall constitute a quorum for business.

ARTICLE XIII— INDEMNIFICATION

The AANS shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative (other than an action by or in the right of the AANS) by reason of the fact that the person is or was a director, officer, employee, or agent of the AANS, or committee member of the AANS acting on behalf of the AANS, or who is or was serving at the request of the AANS as director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorney’s fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by the person in accordance with such action, suit, or proceeding, if the person acted in good faith and in a manner which the person reasonably believed to be in, or not opposed to, the best interest of the AANS, and, with respect to any criminal action or proceeding, had no reasonable cause to believe said conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner in which the person reasonably believed to be in, or not opposed to, the best interest of the AANS, or with respect to any criminal action or proceeding, that the person had reasonable cause to believe that said conduct was unlawful.

To the extent that a director, officer, committee member, employee, or agent of the AANS has been successful, on their merits or otherwise, in the defense of any action, suit, or proceeding referred to in the first paragraph of Article XII, or in defense of any claim, issue, or matter therein, the person shall be indemnified against expenses (including attorneys’ fees) actually and reasonably incurred in connection therewith.

Any indemnification under the first paragraph of this Article XII (unless ordered by a court) shall be made by the AANS only as authorized in the specific case, upon a determination that indemnification of the director, officer, committee member, employee, or agent is proper in the circumstances because the person has met the applicable standard of conduct set forth in the first paragraph of this Article XII. Such determination shall be made (1) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit, or proceeding, or (2) if such a quorum is not obtainable or, even if obtainable, if a quorum of disinterested directors so directs, by independent legal counsel in a written opinion, or (3) by the members entitled to vote, if any.

Expenses incurred in defending a civil or criminal action, suit, or proceeding may be paid by the AANS in advance of the final disposition of such action, suit, or proceeding, as authorized by the Board of Directors in the specific case, upon receipt of an undertaking by or on behalf of the director, officer, committee member, employee, or agent to repay such amount, unless it shall ultimately be determined that the person is entitled to be indemnified by the AANS as authorized in this Article XII.

The indemnification provided by this Article XII shall not be deemed exclusive of any other rights, to which those seeking indemnification may be entitled under any bylaw, agreement, vote of members or disinterested directors or otherwise, both as to action in the person’s official capacity and as to action in another capacity while holding such office and shall continue as to a person who has ceased to be a director, officer, employee, or agent, and shall inure to the benefit of the heirs, executors, and administrators of such a person.

ARTICLE XIV— ORDER OF BUSINESS

Section 1 – Order of Business

The Order of Business of the Annual Business Meeting of the AANS shall be as follows:

- A. The Call to Order
- B. Approval of the Minutes
- C. Reports of the Officers and Committees

- D. Election or Report of Election of Officers, Directors, and Nominating Committee
- E. New Business

Section 2 – Ballot Procedures

Ballot. A secret ballot (with or without preferential voting) concerning business being considered at the Annual Business Meeting may be ordered by a majority vote of the voting Members present at the Annual Business Meeting or by the President of the AANS on matters deemed to be of special importance.

Section 3 – Governance of Meetings

Robert’s Rules of Order--Newly Revised shall govern the conduct of meetings of the AANS unless otherwise specified.

ARTICLE XV— ELECTRONIC VOTING

Anywhere in these Bylaws where notices are required or voting is conducted, it may be done by electronic means, in whole or in part, under terms approved by the President so long as the procedure ensures the right of all to vote and reasonably protects the confidentiality of each member’s vote.

BYLAWS

AMERICAN ASSOCIATION OF NEUROSURGEONS

Organized under Section 501(c)(3)
of the Internal Revenue Code.
Approved by Membership July 1, 2019

**AMERICAN ASSOCIATION OF NEUROSURGEONS
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AMERICAN ASSOCIATION OF NEUROSURGEONS BYLAWS

ARTICLE I — NAME, PURPOSES, AND PRINCIPLES

Section 1 – Name

This organization shall be known as the American Association of Neurosurgeons (the “Association”).

Section 2 – Purposes and Principles

The Association exists for and is dedicated to the following purposes and principles:

- The advancement of and the pursuit of excellence in neurological surgery and related sciences.
- The pursuit of excellence in medical education, especially as it concerns the neurological and surgical sciences.
- The communication of scientific and scholarly information through scientific meetings and publications.
- The pursuit of high standards of excellence in the practice of the neurosurgical profession.
- To support the quest for scientific knowledge by research endeavors in related fields.
- To uphold those principles, policies and practices for the attainment of the best in neurosurgical patient care.

Section 3 – Deposition of Income

No part of the income of the Association shall inure to the benefit of any individual.

ARTICLE II— MEMBERSHIP

Section 1 – Membership

All Members of the AANS shall be considered Members of the Association. The process for application and election to Membership shall be governed by the policies established by the Board of Directors of the AANS. Membership in the Association shall be solely by reason of a Member’s Membership in the AANS and the termination of a Member’s Membership in the AANS shall

automatically terminate the Member’s Membership in the Association.

Section 2 – Classification of Membership

All classes and requirements of Membership in the Association shall be the same as those of the AANS and a Member elected to a class in the AANS shall be elected to the same class in the Association. The classes of the Association are as follows:

1. Fellow
2. Provisional
3. International
4. Associate
5. Allied
6. Lifetime
7. Candidate
8. International Candidate
9. Honorary
10. Affiliate
11. Student

Section 3 – Suspension/Expulsion/Censure

Any act by the Board of Directors of the AANS to censure, suspend or expel any Member of the AANS shall affect, in the same manner, the status of such Member in the Association.

ARTICLE III — RIGHTS AND OBLIGATIONS OF MEMBERSHIP

A. Dues for Members shall be as follows:

1. Dues for each classification of Membership shall be determined by the Board of Directors.
2. The Board of Directors shall have the right to impose general or special assessments.
3. The Board of Directors shall have the right to reduce dues or to exempt Members from payment of dues on the basis of illness, undue hardship, active military duty, or for other acceptable reasons.

B. Voting, Holding Office, CME Credit, and Meeting Attendance.

1. Only Fellows, Provisional, and Lifetime Members may vote.

2. Only Fellows may hold office.
3. Fellows and Provisional Members shall be required to document receipt of the Continuing Education Award in Neurosurgery at least every three years and to attend at least one of every five consecutive Annual Meetings.

C. Committees. All classifications of Membership may serve on committees.

ARTICLE IV— BOARD OF DIRECTORS

Section 1 – Management of the Association
 The control of the AANS shall be vested in a Board of Directors, composed of Fellows, who shall govern and manage the affairs of the AANS in accord with the purposes and principles and other requirements of the Bylaws of the AANS and in conformity with the laws governing its incorporation. All powers not specifically allocated to others shall be retained by the Board of Directors. As of the year 2011, and every year thereafter, the Board of Directors shall be sixteen (16) in number.

Section 2 – Board Composition
 The Directors of the Association shall be those individuals elected to serve as the Directors of the AANS and such individuals shall serve as Directors of the Association for the same tenure as provided in the Bylaws of the AANS.

Section 3 – Vacancies
 Vacancies among the Board of Directors shall be filled as prescribed by the Bylaws of the AANS.

Section 4 – Regular Meetings
 The Board of Directors shall meet on at least an annual basis. Such meeting shall be scheduled to coincide with the Annual Meeting of the Association. All meetings of the Board of Directors shall be held at a time and place designated by the President. A quorum shall consist of at least half of the sitting members of the Board.

Section 5 – Special Meetings
 Special meetings of the Board of Directors may be called at any time by the President, and shall be called by the President on written request of any five Members of the Board. Written notice shall be forwarded to each Member of the Board not less than ten (10) days prior to any meeting. A quorum shall

consist of at least half of the sitting members of the Board.

ARTICLE V — ELECTED OFFICERS AND APPOINTED OFFICERS

Section 1– Elected Officers
 The elected Officers of the Association shall consist of a President, a President-Elect, a Vice President, a Secretary, and a Treasurer. The officers of the Association shall be those individuals elected to serve as the officers of the AANS and such individuals shall serve in the same capacity for the same tenure.

Section 2– Absence of President, President-Elect and Vice President
 In the absence of the President, the President-Elect, and the Vice President, the Board of Directors shall elect one of its Members to preside pro tempore.

Section 3 – Officer Vacancies
 Vacancies among the Officers shall be filled as prescribed in the Bylaws of the AANS.

Section 4 – Committees of the Board
 The Committees of the Board of Directors of the Association shall be composed of the same members of the corresponding committee of the AANS.

The Committees of the Board are:
 A. Executive Committee. The Executive Committee shall be composed of the President, President-Elect, Vice President, Secretary, Treasurer, and Immediate Past President.

It shall be the duty of the Executive Committee to act on behalf of the Association between regular or special meetings of the Board of Directors. Decisions of the Executive Committee shall be reported at the next meeting of the Board of Directors. Policy decisions of the Executive Committee may be ratified or rescinded by the Board of Directors.

B. Finance Committee. The Finance Committee shall be composed of nine members. They shall be the Treasurer (as Chair), President, President-Elect, Past President, Vice President, Secretary, and three other members of the Board of Directors who will be appointed by the President for one-year renewable terms.
 It shall be the duty of the Finance Committee, each year, to prepare a detailed Proposed Budget of the Association, and present it at an Annual Meeting of the

Board of Directors, and to thereafter monitor revenues and expenses so as to ensure adherence to the Approved Budget, reporting current financial status to the Board of Directors on a quarterly basis.

C. Strategic Planning Committee. The Strategic Planning Committee shall be composed of ten members. The President-Elect (as chair), President, Past President, Vice President, Secretary, Treasurer, Young Neurosurgeons Committee Chair and three other members of the Board of Directors who will be appointed by the President for one-year renewable terms.

It shall be the duty of the Strategic Planning Committee to develop and implement a review process to maintain an ongoing evaluation of the Association.

Section 5 – Appointed Officers

There shall be the following Appointed Officers:

A. The Board of Directors may employ an Executive Director.

The Executive Director shall act under the immediate direction of the Board of Directors and the Executive Committee and shall implement the policies and directed actions.

B. The Parliamentarian shall be appointed by the President. The Parliamentarian shall serve at the pleasure of the President.

The Parliamentarian shall be knowledgeable in matters of parliamentary procedure and shall advise the Officers and Members in such matters.

ARTICLE VI — DUTIES OF OFFICERS

Section 1 – President

It shall be the duty of the President to preside at all meetings of the Association and to see that rules are properly enforced in all deliberations of the Association. The President shall be an ex officio member of all committees.

Section 2 – Vice President

In the absence of the President, the Vice President shall preside and assume the usual duties of the President.

Section 3 – President-Elect

In the absence of the President and the Vice President, the President-Elect shall preside and assume the usual duties of the President.

Section 4 – Secretary

It shall be the duty of the Secretary to keep a true record of the proceedings of the meetings of the Association, and to keep a register of the Membership with the date of admission and the place of residence. The Secretary shall send proper notice of all meetings to each Member at least forty-five (45) days in advance and shall notify all Members of the Committees of their appointments and duties assigned to them. The Secretary shall also act as Secretary of the Board of Directors.

Section 5 – Treasurer

It shall be the duty of the Treasurer to keep the accounts of the Association and to collect all monies due the Association. The Treasurer and the President shall be authorized to expend such funds as are necessary in payment of the expenses of the Association and to keep accurate records of the same. The Treasurer shall also keep a correct record of all monies received, giving receipts for same.

ARTICLE VII— ANNUAL MEETINGS

There shall be an Annual Meeting of the Association which shall be devoted to a scientific program, clinical demonstrations, and appropriate exhibits.

The Annual Business Meeting of the Association shall be held during the Annual Meeting.

ARTICLE VIII — COMMITTEES AND APPOINTMENTS

Section 1– Designations of Committees and Appointments

There shall be Standing, Joint, and Special Committees of the Association. Chairpersons and Members of all Committees shall be appointed by the President and ratified by the Board of Directors. Further, the President or Board of Directors, unless otherwise specified, shall make all other appointments. The Board of Directors shall ratify or reject all appointments.

Section 2 – Standing Committees

There shall be Standing Committees of the Association. Unless specifically stated otherwise, each named Standing Committee shall be composed of at least three members. The committees shall be as follows with the following duties:

A. Annual Meeting Committee. The Annual Meeting Committee shall be responsible for planning all aspects of the Annual Meeting of the Association.

B. Awards Committee. The Awards Committee shall be composed of three most recent Past Presidents. It shall be the duty of the Awards Committee to make recommendations to the Board of Directors for names of Members of the Association as possible nominees for various awards.

C. Bylaws Committee. It shall be the duty of the Bylaws Committee to review the Bylaws and make recommendations as to changes in the Bylaws when requested to do so by the Board of Directors.

Section 3– Joint Committees

From time to time for specific purposes as may be deemed necessary by the Board of Directors, the Association may form one or more Joint Committees with one or more other neurosurgical organizations.

Section 4 – Special Committees

Special or Ad Hoc Committees for other specific purposes may be established by the President or the Board of Directors when they are deemed necessary. Such Committees may be composed of as many members as the President or the Board of Directors determines. The term of membership on Special Committees will be no more than three years. A member of a Special Committee may serve more than three years only if reappointed by the President or the Board of Directors.

Section 5– Appointments

Appointments of one or more of the members of the Association may be made by the President or the Board of Directors to serve as liaison, advisors, or representatives to other organizations whenever such a request is made to the Association.

ARTICLE IX — AWARDS

The Board of Directors may, under regulations, which it could adopt, create and offer awards for

investigations, contributions, or developments in the field of neurological sciences.

ARTICLE X — PUBLICATIONS

Section 1– Journal of Neurosurgery

Through the Editorial Board, the Association publishes the *Journal of Neurosurgery*.

Subject to direction of the Board of Directors, the Editorial Board is vested with full responsibility for publication of the *Journal* and with full authority to conduct all affairs incidental thereto, including making contracts in the name of the Association.

ARTICLE XI— THE FISCAL YEAR OF THE ASSOCIATION

The fiscal year of the Association shall be from July 1 through June 30, or as agreed and voted upon by the Association's Board of Directors.

ARTICLE XII— AMENDMENTS

Section 1 – Amendment Procedures

Amendments to these Bylaws may be proposed at any time by the Board of Directors or by at least four (4%) of voting Members in good standing. Proposed amendments shall be sent to the entire voting membership electronically. The voting membership shall have not less than thirty (30) days to review the proposed amendments and provide comments. The AANS President shall issue a written response to all comments received from the voting membership within thirty (30) days. Ballots shall be distributed to the voting membership with the AANS President's response. Voting shall remain open for a period of thirty (30) days. The affirmative vote of two-thirds of the members submitting votes is required for adoption of an amendment.

The ballot shall present the current Bylaws provision to be amended where applicable and the proposed amendments.

Section 2 – Adoption Requirements

The affirmative vote of at least two-thirds (2/3) of the Members voting shall be required for the adoption of an amendment.

Section 3 – Non-substantive Amendments

Notwithstanding Sections 1 and 2 above, non-substantive amendments to these Bylaws, such as changes to word choice that do not impact the actual effect of a provision, may be approved by the affirmative vote of a majority of the members of the AANS Board of Directors without a membership vote.

ARTICLE XIII — QUORUM

The voting Membership present at any Annual Business Meeting shall constitute a quorum for business.

ARTICLE XIV— INDEMNIFICATION

The Association shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative (other than an action by or in the right of the Association) by reason of the fact that the person is or was a director, officer, employee, or agent of the Association, or committee member of the Association acting on behalf of the Association, or who is or was serving at the request of the Association as director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorney's fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by the person in accordance with such action, suit, or proceeding, if the person acted in good faith and in a manner which the person reasonably believed to be in, or not opposed to, the best interest of the Association, and, with respect to any criminal action or proceeding, had no reasonable cause to believe said conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner in which the person reasonably believed to be in, or not opposed to, the best interest of the Association, or with respect to any criminal action or proceeding, that the person had reasonable cause to believe that said conduct was unlawful.

To the extent that a director, officer, committee member, employee, or agent of the Association has been successful, on their merits or otherwise, in the defense of any action, suit, or proceeding referred to in

the first paragraph of Article XIII, or in defense of any claim, issue, or matter therein, the person shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred in connection therewith.

Any indemnification under the first paragraph of this Article XIII (unless ordered by a court) shall be made by the Association only as authorized in the specific case, upon a determination that indemnification of the director, officer, committee member, employee, or agent is proper in the circumstances because the person has met the applicable standard of conduct set forth in the first paragraph of this Article XIII. Such determination shall be made (1) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit, or proceeding, or (2) if such a quorum is not obtainable or, even if obtainable, if a quorum of disinterested directors so directs, by independent legal counsel in a written opinion, or (3) by the members entitled to vote, if any.

Expenses incurred in defending a civil or criminal action, suit, or proceeding may be paid by the Association in advance of the final disposition of such action, suit, or proceeding, as authorized by the Board of Directors in the specific case, upon receipt of an undertaking by or on behalf of the director, officer, committee member, employee, or agent to repay such amount, unless it shall ultimately be determined that the person is entitled to be indemnified by the Association as authorized in this Article XIII.

The indemnification provided by this Article XIII shall not be deemed exclusive of any other rights, to which those seeking indemnification may be entitled under any bylaw, agreement, vote of members or disinterested directors or otherwise, both as to action in the person's official capacity and as to action in another capacity while holding such office and shall continue as to a person who has ceased to be a director, officer, employee, or agent, and shall inure to the benefit of the heirs, executors, and administrators of such a person.

ARTICLE XV— ORDER OF BUSINESS

Section 1 – Order of Business

The Order of Business of the Annual Business Meeting of the Association shall be as follows:

- A. The Call to Order
- B. Approval of the Minutes
- C. Reports of the Officers and Committees
- D. Election or Report of Election of Officers, Directors, and Nominating Committee
- E. New Business

Section 2 – Ballot Procedures

Ballot. A secret ballot (with or without preferential voting) concerning business being considered at the Annual Business Meeting may be ordered by a majority vote of the voting Members present at the

Annual Business Meeting or by the President of the Association on matters deemed to be of special importance.

Section 3 – Governance of Meetings

Robert's Rules of Order--Newly Revised shall govern the conduct of meetings of the Association unless otherwise specified.

ARTICLE XVI— ELECTRONIC VOTING

Anywhere in these Bylaws where notices are required or voting is conducted, it may be done by electronic means, in whole or in part, under terms approved by the President so long as the procedure ensures the right of all to vote and reasonably protects the confidentiality of each member's vote.



American Association of Neurological Surgeons

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