

**AMENDED AND RESTATED BYLAWS
FOR THE
CONGRESS OF NEUROLOGICAL SURGEONS**

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ARTICLE I
GENERAL MATTERS

Section 1. Name. The name of the organization shall be the Congress of Neurological Surgeons (the “**Congress**”) and these Amended and Restated Bylaws as of the date adopted shall be known as the “**Bylaws**”.

Section 2. Capitalized Terms. Various terms in these Bylaws are capitalized and shall have the meanings as defined herein.

Section 3. Purpose. This Congress 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 Congress 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.

Section 4. Principal Office; Registered Offices. The principal office of the Congress shall be located in Schaumburg, IL, unless otherwise determined by the Board of Directors. The registered office and registered agent of the Congress shall be as set forth in the Congress’s Articles of Incorporation, or as otherwise determined by the Board of Directors upon making the appropriate filing with the District of Columbia Office of the Secretary of State. The Congress may have offices at such other places, either within or outside the District of Columbia and Illinois, as the Board of Directors may from time to time determine.

Section 5. Books and Records; Electronic Records. Any records administered by or on behalf of Congress in the regular course of its business, including its membership ledger, books of financial accounting, and minute books, may be maintained on any information storage device, method, or one or more electronic networks or databases (including one or more distributed electronic networks or databases); *provided, however*, that the records so kept can be converted into clearly legible paper form within a reasonable time, and, with respect to the membership ledger, the records so kept comply with applicable law. Any written notice required herein may be satisfied if sent by mail, facsimile transmission, email and/or other approved electronic transmission (with confirmation of transmission), or hand delivery to the recipient’s most recent address or contact information on record.

ARTICLE II
BOARD OF DIRECTORS

Section 1. Powers; Voting. The business and affairs of the Congress shall be managed under the direction and oversight of the Board of Directors (the “**Board of Directors**” and each member thereof, a “**Director**”), which may be permitted to exercise all powers of the Congress and take all lawful actions unless prohibited by the Articles of Incorporation, these Bylaws, or applicable law. All members of the Board of Directors are entitled to vote.

Section 2. Composition. The Board of Directors shall be comprised of twelve (12) total Directors: six (6) Members-at-Large and six (6) named-officers (each individual named-officer, if and only when elected, known as an “**Officer**” and collectively, the “**Officers**” and each of the collective twelve (12) Director positions being known herein as an “**Office**”) shall be for: a President, President-Elect, Vice President, Secretary, Treasurer, and the most recent person to serve as president prior to the then-current President (“**Past-President**”). No person shall be permitted to (i) serve as both a Member-at-Large and Officer at the same time, or (ii) hold any two (2) or more Offices at the same time.

Section 3. Term.

A. The President, President-Elect, and Vice President shall each serve for a term of one (1) year, or until such Officer's successor is elected, or such Officer resigns, is removed, or dies.

B. The Secretary and Treasurer shall each serve for a term of three (3) years, or until such officer's successor is elected, or such Officer resigns, is removed, or dies.

C. Each Member-at-Large shall serve for a term of two (2) years, or until such Member-at-Large resigns, is removed, or dies.

D. An individual may serve on the Board of Directors for subsequent terms; *provided, however*, an individual shall not be permitted to serve in the same Office for consecutive terms, whether for full or partial terms. For the avoidance of doubt, the restrictions set forth in this Section 3.D shall not apply to individuals when their status is a Member-at-Large.

Section 4. Nomination Eligibility.

A. Only Active Members and International Members may be eligible to be nominated for election to Member-at-Large;

B. Only Active Members with a minimum of three (3) years' service as a Member-at-Large and/or a member of the Executive Committee are eligible to be nominated for election to an Office;

C. An Active Member may not be nominated for election to an Office if such Active Member would be older than forty-nine (49) years and one (1) day as of May 15th during the year which such Active Member would receive such nomination.

Section 5. Nomination Procedure. Officers and Members-at-Large shall be nominated and elected in accordance with the following procedures:

A. No more than one hundred eighty (180) days but no less than one hundred twenty (120) days before an Annual Business Meeting, the Nominating Committee shall, in the Nominating Committee's sole discretion, nominate and report to the Secretary the names of the nominees for the Officer and Member-at-Large elections.

B. No more than one hundred eighty (180) days but no less than ninety (90) before days an Annual Business Meeting, persons representing at least 20% of all eligible voting Members may provide a written notice, signed by each participating voting Member, nominating any eligible Active Member for an Office.

C. At least sixty (60) days before an Annual Business Meeting, the Secretary shall notify all Members of the nominees received from the Nominating Committee and any additional nominations received in accordance with Article II Section 5.B above.

Section 6. Offices; Duties.

A. President. The President shall (i) be the Chairperson of the Board of Directors, (ii) be a member of all standing committees, and (iii) perform such duties the Board of Directors may prescribe and shall ensure that all orders of business and governance of the Congress are carried into effect. The President shall preside at all meetings of the Board of Directors and Members. Upon serving as President for a period of one (1) year, the President shall then serve on the Board of Directors as Past-President for a period of one (1) year.

B. President-Elect. The President-Elect shall have such powers and fulfill such duties as the Board of Directors may from time to time prescribe. The President-elect shall assume the office of President one (1) year after election to President-Elect and shall serve in that office for a period of one (1) year.

C. 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 Board of Directors

may from time to time prescribe. In the absence of the President, the Vice-President shall preside at all meetings of the Board of Directors and Members.

D. **Secretary.** The Secretary shall have custody of the books and records, maintain the minutes of meetings of the Board of Directors, and shall perform like duties for standing committees when required. The Secretary shall cause notice to be given of all special meetings of the Board of Directors and shall perform such other duties as may be prescribed by the Board of Directors or by the President, under whose supervision the Secretary shall function. The Secretary may attest all instruments signed by the President or Vice President. In the absence of the President and Vice-President, the Secretary shall preside at all meetings of the Board of Directors and Members.

E. **Treasurer.** The Treasurer shall oversee the Congress's funds and securities and shall oversee full and accurate accounts of receipts and disbursements in books belonging to the Congress and shall manage all monies and other valuable effects in the name and to the credit of the Congress in such depositories as may be designated by the Board of Directors. The Treasurer shall disburse the funds of the Congress as ordered by the Board of Directors and shall ensure proper vouchers are taken for such disbursements. The Treasurer shall make a report of the finances of the Congress at each Annual Business Meeting and each meeting of the Board of Directors and shall otherwise render an account of transactions as Treasurer and of the financial condition of the Congress whenever requested by the President or Board of Directors. The Treasurer shall arrange for an annual audit of the finances of the Congress by a certified public accountant acceptable to the Board of Directors, which such audit shall be reflected in the Treasurer's annual report. The Treasurer shall be Chairperson of the Finance Committee.

Section 7. Past-President. The Past-President shall serve on the Board of Directors as Past-President for a period of one (1) year and shall carry out such duties and responsibilities as may be designated to the Past-President by the President.

Section 8. Members-at-Large. Members-at-Large shall carry out such duties and responsibilities as may be designated to such Members-at-Large by the President.

Section 9. Resignation; Removal. Any Officer or Member-at-Large may resign by providing written notice to the President, or, in the case of the President's resignation, by written notice to the Secretary. Unless otherwise specified in such notice and subject to the discretion of the Board of Directors, the resignation shall take effect upon its receipt by the President or the Secretary, as applicable. Any Officer or Member-at-Large may be removed by two-thirds (2/3rd) approval of those Board of Directors members not subject to removal, or two-thirds (2/3rd) approval of the voting Members.

Section 10. Vacancies.

A. If a vacancy occurs in the Office of President, the Vice President shall exercise the duties of President.

B. If a vacancy occurs in the Office of President-Elect, this Office shall remain vacant for the then-current term and the Nominating Committee shall, prior to the start of the next term, nominate a President to serve for such next term.

C. If a vacancy occurs in any Office other than the President or President-Elect, the Board of Directors may, by majority vote of the remaining Officers and Members-at-Large, elect a person to fill such Office for the remainder of that unexpired term.

Section 11. Board of Directors Meetings. The annual meeting and regular meetings of the Board of Directors may be held at such times and places as may from time to time be fixed by the Board of Directors or may be specified in a notice of meeting. Special meetings of the Board of Directors may be held at any time upon the call of the President or as determined by the Board of Directors in each case at such time and place as shall be fixed by the person or persons calling the meeting, as specified in the notice thereof. The CEO shall receive notice and be invited to all Board of Directors meetings.

Section 12. Notice of Meetings; Waiver of Notice. Notice of a meeting may be sent by mail, facsimile transmission, electronic mail, other approved electronic transmission, or hand delivery, directed to each Director and the CEO at his or her most recent address or contact information on record. Such notice shall state the time and place where the meeting is to be held and to the extent possible, the purpose(s) for which the meeting is called. Notice shall be deemed to have been given when sent by the method chosen, however, if sent by mail, when deposited in the United States mail with prepaid postage thereon. Notice of any regular meeting for which the time and place is not fixed by the Board must be given to each director not less than ten (10) days before such meeting. Notice of a special meeting of the Board must be given to each Director not less than forty-eight (48) hours before such meeting; unless, however, the meeting relates to an emergency which must be resolved within forty-eight hours, in which case notice shall be given as promptly as possible. Untimely notice of a regular or special meeting may be waived by a Director who submits a signed waiver of notice before or at the meeting's commencement, or who attends the meeting without protesting (not later than the commencement of the meeting) the lack of notice to him or her.

Section 13. Quorum; Voting. A majority of the Directors, represented in person or by proxy, shall constitute a quorum at a meeting of the Board of Directors. A majority of the votes cast at any meeting of the Board of Directors, 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 a greater vote is required by applicable law or these Bylaws. If, at any meeting of the Board of Directors, there is less than a quorum present, a majority of those present may adjourn the meeting, without further notice, until a quorum is present. The CEO shall not be counted towards a quorum and shall not be permitted to vote on any Board of Directors action, whether at a meeting or by written consent.

Section 14. Voting by Proxy. Every Director who may vote may do so by proxy. Directors may vote by proxy executed in writing by the such Director; alternatively, a Director's attorney-in-fact may appoint a proxy to vote in his or her stead. A proxy shall be valid for eleven (11) months from the date of execution, unless a longer period of no longer than three (3) years is otherwise provided in the proxy appointment form.

Section 15. Action Without Meeting. Any action required, permitted, or desired to be taken at a meeting of the Board of Directors may be taken without a meeting if (i) consented to in a writing, setting forth the action so taken, and (ii) is approved and signed each Director.

Section 16. Meetings by Remote Communication. One (1) or more Director, the entire Board of Directors, or any person authorized or invited, as applicable, may participate in a meeting of the Board of Directors or any committee thereof by means of a telephonic conference, video conference, or similar communications equipment. Participation by such means shall constitute presence in person at a meeting provided that all persons participating in the meeting can hear each other at the same time and each can participate in all matters before the Board of Directors, including, without limitation, the ability to propose, object to, and vote upon a specific action to be taken by the Board of Directors or any committee thereof.

Section 17. Reimbursement. Board of Directors members shall not be entitled to compensation for their services as Officers but may receive reimbursement for any reasonable expenses incurred in attending meetings or other authorized activities and in accordance with any applicable reimbursement policies maintained by the Congress, from time to time.

Section 18. Chief Executive Officer. The Board of Directors shall be authorized to employ a Chief Executive Officer ("CEO") who shall serve as the chief executive of the Congress and oversee day-to-day management of the Congress, including its employees. The CEO shall act for and on behalf of the Congress and shall possess such authority and be subject to such limitations as the Board of Directors may designate, which may include but is not limited to authority to sign routine business and tax related documents on behalf of the Congress, and those rights contained within the CEO's employment agreement. The CEO may delegate to any other Congress employee such responsibilities as the CEO shall deem appropriate. The CEO shall implement such policies and actions as directed by the Board of Directors.

Section 19. Committees; Executive Committee.

A. The Board of Directors may appoint one (1) or more Directors to committees comprised of at least two (2) or more Directors, for such purposes and with such powers as the Board of Directors may provide, except that no such committee shall have or exercise the authority of the Board of Directors in the management of the Congress.

B. The Board of Directors shall form an Executive Committee to collaborate with the Board of Directors and work on such other projects designated by the Board of Directors.

1. The Executive Committee shall not exceed thirty (30) members and shall be comprised of: (i) the Board of Directors, (ii) not more than six (6) ex-officio (each an “**Ex-Officio**”) members whom the President will appoint in the President’s discretion, and (iii) not more than twelve (12) members, whom the President will appoint in the President’s discretion;
2. Subject to requirements otherwise set forth herein, Executive Committee members may serve for multiple terms, with each term lasting no longer than three (3) years, or until a successor is elected or until such Executive Committee member’s earlier resignation or removal. Any Executive Committee member not concurrently serving on the Board of Directors may be removed by the President;
3. Except as otherwise provided herein, Executive Committee members shall not be considered members of, or have any voting rights with respect to, the Board of Directors; and
4. Except as otherwise provided herein, at the discretion of the President, Executive Committee members may be invited to attend meetings of the Board of Directors.

**ARTICLE III
MEMBERSHIP**

Section 1. Memberships. All members of the Congress (the “**Members**”) shall be subject to the Code of Ethics of the Congress of Neurological Surgeons, as adopted and amended from time to time by the Board of Directors. A copy of the Code of Ethics shall be made available to each Member of the Congress. Requests for corrective action and any other professional conduct complaints against Members (in any status) may be filed, and sanctions may be imposed by the Professional Conduct Committee pursuant to the Membership Policy and the Code of Ethics.

A. Unless otherwise determined by the Board of Directors, there shall be ten (10) classes of membership in the Congress: Active Membership, International Membership, Associate Membership, Affiliate Membership, Emeritus Membership, Resident Membership, International Resident Membership, Medical Student Membership, Honorary Membership, and Inactive Membership, each with such rights and obligations as set forth herein. Only Active and International Members shall be entitled to vote. The membership may be international in scope, and there is no limit to the number of members.

B. The Membership Committee shall consider all applications for membership in the Congress on a monthly basis. The Membership Committee Chairperson shall notify the applicant of final decision in writing. In circumstances where an applicant requires further review based on materials submitted or training irregularities, the Membership Committee Chairperson shall evaluate the file and make the final recommendation. Membership Committee Chairperson shall publish a monthly list of all applicants being considered for membership via the web for comment by all Members. The Membership Committee Chairperson shall report to the Board of Directors at each of the Board of Directors meetings and present those approved and disapproved by the Membership Committee and provide reasons for any disapproved applicant(s).

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

Section 3. Active Members. Active Members shall pay annual dues and may, but shall not be required to, vote on such matters as Active Members are entitled to vote upon, serve on committees, serve as an Officer, and possess any positions and rights as the Board of Directors may determine from time to time. The following shall apply to Active Members:

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

1. Meet **at least (1) one** of the following criteria:
 - a. be certified by the American Board of Neurological Surgery, the Royal College of Physicians and Surgeons of Canada or the Mexican Council of Neurological Surgery; or
 - b. have completed the residency training requirements of a neurological surgery program accredited by the Accreditation Council for Graduate Medical Education; or
 - c. have acceptable academic training equivalent to the requirements for eligibility for examination by the American Board of Neurological Surgery; or
 - d. 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; or
 - e. be an International Member currently practicing within North America and have been approved by request to the Membership Committee to convert from International Member to Active Member.

and

2. have a record consistent with the highest standards of the profession. Applicants who are active-duty officers in the Armed Forces are exempt from this requirement. Determination of an applicant's fulfillment of this Section 3.A.2. shall be made by the Membership Committee, which may be permitted to waive such requirement.

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

C. Active Members residing in North America (defined herein to include the United States, its territories, Canada and Mexico) shall be required to obtain a minimum of 90 Category I continuing education credit hours for every three (3)-year period. Active Members shall regularly attend the Congress's annual educational conference. Any Active Member who is absent from three (3) consecutive annual educational conferences may be suspended unless such Member has furnished the Secretary with a satisfactory written explanation for such Active Member's absence. Any Active Member who is suspended, or who has resigned for any cause, may apply to the Membership Committee for reinstatement.

Section 4. International Members. Except as provided herein, an International Member shall have all of the rights, privileges, duties and obligations of an Active Member.

A. Neurosurgeons are eligible for International Membership if such person(s) (i) live and practice outside of North America (the United States, its territories, Canada and Mexico) and (ii) have been certified

by their regional certification board for neurosurgery training and practice, or (iii) have otherwise met the criteria to be an Active Member, but live and practice outside of North America and have been approved by request to the Membership Committee to convert from Active Member to International Member.

B. An International Member must be duly licensed and must be a member in good standing of at least one (1) other recognized neurosurgical organization. The credentialing process for International Members shall be completed by the Membership Committee, subject to final review and approval by the Board of Directors. In circumstances where there is no local certification or licensing board, applications will be reviewed on a case-by-case basis by the Board of Directors. International Members are required to attend the Congress's annual educational conferences at least once every ten (10) years.

C. International Members shall pay annual dues, be entitled to vote, may participate in all Congress activities and may serve as committee chairpersons or Members-at-Large; however, International Members may not serve as Officers.

Section 5. Associate Members. Associate Members are physicians and/or scientists who (a) are not neurological surgeons, (b) have shown distinction in a neurosurgical-related discipline, and (c) have been recommended for membership in writing by two (2) Active Members. The total Associate Members may not exceed amount equal to ten percent (10%) of the Active Members as determined from time to time by the Membership Committee. Associate Members shall pay annual dues and may serve on committees. Subject to the foregoing requirements (a) and (b), international surgeons maintaining a specialized practice similar, or complimentary to, those maintained by the Members, but have not recovered accredited or institutional-based neurosurgical training and/or are without any local neurosurgery training program, may otherwise be approved by the Membership Committee to be admitted as an Associate Member.

Section 6. Affiliate Members. Affiliate Members are individuals who have been recommended for membership in writing by one (1) Active Member and are either (a) nurses, physicians' assistants, and persons in similar medical professions ("**Allied Healthcare Professionals**") or (b) involved in neurosurgical-related patient care, teaching, research, or administration. Affiliate Members shall pay annual dues and may serve on committees.

Section 7. Emeritus Members. Emeritus Membership shall be granted to any person sixty-five (65) years of age or older who has previously been an Active Member or International Member in good standing for twenty (20) years or more and has retired from practicing neurosurgery. A request for Emeritus Membership should be made in writing to the Membership Committee. Emeritus Members shall be exempt from payment of annual dues. Emeritus Members may continue to serve on committees and participate in committee activities, purchase Congress publications at member rates, and avail themselves of such other benefits of Congress membership as the Board of Directors may determine from time to time. Emeritus Members may be reinstated to Active Membership upon written request, subject to approval of the Membership Committee Chairperson.

Section 8. Resident Members. Resident Membership shall be available to any resident in good standing in a neurological surgery training program in North America accredited by the Accreditation Council for Graduate Medical Education ("**ACGME**"), the Royal College of Physicians and Surgeons in Canada or the Mexican Council of Neurological Surgery (each known as a "**Qualified Program**"), or any fellow in a fellowship following the completion of an accredited neurological surgery training program. Candidates for Resident Membership shall furnish to the Membership Committee such information as it may require. Resident Membership may be approved by the Resident Committee without action by the Membership Committee, or the Resident Committee Chairperson may give authorization to the Membership Committee to approve such Resident Members. Resident Members shall not pay annual dues or initiation fees and may serve on committees.

A. Residents enrolled in osteopathic (DO) neurosurgery not accredited by the ACGME will only be eligible for Resident Membership if sponsored by their resident program director, provided the sponsor is an existing Member in good standing. Conversion of a Resident Membership to an Active Membership must follow the applicable processes for Residents enrolled in DO neurosurgery not accredited by the ACGME.

B. Resident Membership shall terminate automatically upon the earlier of: (i) admission of a Resident Member to Active Member status; or (ii) one (1) year following the termination of such Resident Member's participation in Qualified Program for any reason, including (without limitation) the successful completion of such Qualified Program. During the final year of a Resident Member's training in a Qualified Program, the Resident Member may be invited to submit additional information to the Membership Committee regarding the Resident Member's professional qualifications and accomplishments as they relate to consideration for Active Membership. Within one-hundred twenty (120) days following the Resident Member's successful completion of a Qualified Program, the Resident Member may submit, on the form provided by the Membership Committee, sufficient evidence of successful completion in a Qualified Program and thereafter the Resident Member shall be deemed to have fulfilled the requirement of Article III Section 3 for Active Membership.

Section 9. International Resident Members. Neurosurgeons actively training who live and train outside of North America and who participate in a fellowship or training program certified by their regional professional board for neurosurgery training and practice may become International Resident Members. International Resident Membership may be approved by the Resident Committee without action by the Membership Committee. Applicants for International Resident Membership shall furnish to the Membership Committee such information as it may require including, but not limited to, a signed statement from the training program director declaring the applicant's status in training and expected date of completion. In circumstances where there is no local certification board, applications will be reviewed on a case-by-case basis by the Membership Committee and/or International Division. International Resident Membership shall terminate automatically upon the date of completion or termination of the training program. International Resident Members shall not pay annual dues or initiation fees and may serve on committees.

Section 10. Medical Student Members. Medical Student Membership shall be available to any health care professional student enrolled and in good standing in a current program. The student must provide documentation as specified by the Chair of the CNS Membership Committee verifying the student's enrollment and expected date of graduation. Medical Student Membership applications will be approved by the Membership Committee Chair. A student's Medical Student Membership shall terminate automatically upon the student's graduation from medical school. Medical Student Members shall pay no annual dues and may serve on committees but may not vote or hold office.

Section 11. Honorary Members. Honorary Membership may be granted to certain individuals whom the Board of Directors selects in its sole discretion and are exempt from any eligibility requirements of the various other classes of membership. Honorary Members shall not pay annual dues or initiation fees and may serve on committees.

Section 12. Inactive Members. Active and International 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 acceptable by the Membership Committee. Inactive Members shall be exempt from payment of annual dues. Inactive Members may continue to purchase publications at member rates. Inactive Members may submit a written request to the Membership Committee Chairperson to be reinstated to Active or International Membership upon return to active practice, and such approval for reinstatement shall be subject to the Membership Committee Chairperson. Inactive Members shall not pay annual dues and may not serve on committees.

ARTICLE IV MEMBER MEETINGS

Section 1. Annual Business Meeting; Method of Notice.

A. The annual meeting of the Congress Members (the "**Annual Business Meeting**") shall be held in the fall and in or outside the District of Columbia, as the Board of Directors may determine in its sole discretion. The Annual Business Meeting is separate from the Congress's annual educational conference; *however*, as the Board of Directors may determine, the Annual Business Meeting and the Congress's annual educational

conference may occur on or around the same dates. If the Board of Directors determines in its sole discretion that the Annual Business Meeting cannot be held in the fall for any given year, the Board of Directors will endeavor to provide reasonable advance notice regarding the month in which the Annual Business Meeting may be held for such year; *provided, however*, such notice must provide at least ten (10) days' written notice of the date, time, and place of any Annual Business Meeting. All other regular or special meetings of the Members shall be held on such dates and at such times and places as are determined by resolution of the Board of Directors, upon at least thirty (30) days' written notice.

B. Notice of any Member meeting may be sent by mail, facsimile transmission, electronic mail, other approved electronic transmission or hand delivery, directed to Members entitled to vote at his or her most recent address or contact information on record. Such notice shall state the time and place where the meeting is to be held and to the extent possible, the purpose(s) for which the meeting is called. Notice shall be deemed to have been given when sent by the method chosen, however, if sent by mail, when deposited in the United States mail with prepaid postage thereon. Notwithstanding anything herein to the contrary, notice pursuant to this Article IV shall only be required to be given to voting Members, or as otherwise required by applicable law.

Section 2. Meetings by Remote Communication. One (1) or more Members, or all Members, may participate in any meeting, including an Annual Business Meeting, by means of a telephone conference, video conference, or similar communications equipment. Participation by such means shall constitute in-person presence at a meeting provided that all persons participating in the meeting can hear each other at the same time and each can participate in all matters before the Members, including, without limitation, the ability to propose, object to, and vote upon a specific action to be taken by the Members.

Section 3. Quorum; Voting. The presence of twenty-five (25) Members entitled to vote shall constitute a quorum at any meeting of the Members, including an Annual Business Meeting. The affirmative vote of a majority of those present at any meeting at which a quorum exists shall be sufficient to take or authorize any action of the Members, unless otherwise required by law.

Section 4. Board of Directors Elections. The only Congress membership class permitted to vote for Officers and Members-at-Large shall be the Active Membership. Each Active Member of the Congress shall be entitled to one (1) vote and may cast such vote electronically or in a manner as reasonably established by the Board of Directors. A nominee for Office or Member-at-Large shall be elected to the Board of Directors if a majority of the votes cast are in favor of such nominee's election; *provided, however*, that, if there are more than one (1) nominees for any Office or Member-at-Large position, such Office or Member-at-Large position shall be elected by a plurality of the votes of the Members represented in-person or by proxy at any meeting of the Members held to elect the Board of Directors and entitled to vote on such election. For purposes of this Article IV, Section 4, an election by plurality shall mean that the number of votes cast "for" a nominee's election exceeds the number of votes cast "against" that nominee's election (with "abstentions" not counted as a vote cast either "for" or "against" that nominee's election). In the event that a nominee fails to receive an affirmative majority of the votes cast in an election where the number of nominees is less than or equal one (1) for any Office or Members-at-Large position, the then current President may take any appropriate action, including filling such vacancy.

Section 5. Election Restrictions. The Secretary and the Treasurer shall be elected in different years, and all nominees must meet the eligibility requirements listed within Article II, Section 4.

Section 6. Voting by Proxy. Every Member who may vote may do so by proxy. Members may vote by proxy executed in writing by the member; alternatively, a Member's attorney-in-fact may appoint a proxy to vote in his or her stead. A proxy shall be valid for eleven (11) months from the date of execution unless a longer period of no longer than three (3) years is otherwise provided in the proxy appointment form.

Section 7. Action Without Meeting. Any action required, permitted, or desired to be taken at a meeting of the Members may be taken without a meeting if (i) consented to in a writing setting forth the action so taken, and (ii) approved and signed by each Member entitled to vote on such action.

ARTICLE V MEMBERSHIP FEES

Section 1. Fees and Annual Dues. The application fee and the annual dues shall be established by the Board of Directors with the approval of two-thirds (2/3) of the Members present at an Annual Business Meeting. All annual dues shall be payable prior to that year's Annual Business Meeting. Approved applicants for membership in the Congress who have activated their memberships on or before September 1 shall pay the initiation fee and annual dues for the current year. Applicants who activate their membership subsequent to September 1 will have fees and dues applied to the following year's annual dues.

Section 2. Suspension for Nonpayment. A Member will be considered delinquent and not in good standing if a Member's dues are payable as of the Annual Business Meeting and such dues remain outstanding thirty (30) days following the Annual Business Meeting. If any amounts remain outstanding thirty (30) days after the consecutive Annual Business Meeting then that Member shall automatically be suspended. Subject to the discretion of the Membership Committee, any Member suspended pursuant to this section shall remain in suspension until all delinquent amounts are paid and the Member submits a written request to the Membership Committee for reinstatement.

Section 3. Special Assessment. The Board of Directors shall have the power to impose special assessments.

ARTICLE VI CONGRESS COMMITTEES

Section 1. Congress Committees. The Board of Directors may from time to time establish standing committees (comprised of Members or non-Member neurosurgeons, or non-Member non-neurosurgeons appointed or authorized only by the President). Upon creation of any standing committee, the President shall appoint the Chairperson of such committee and upon the occurrence of vacancy of the Chairperson in any committee, the President shall have the power to fill such vacancy. Committees may include but are not required or limited by those committees identified in this Article VI.

Section 2. Congress Committee Governance. Subject to the discretion of the Board of Directors or the applicable committee Chairperson listed in this Article VI: (i) the majority of each committee shall constitute a quorum thereof, (ii) each committee shall adopt, and annually review, operating guidelines, policies and procedures for the governance of such committee and its fulfillment of the purposes for which the committee was established; (iii) the Chairperson of each standing committee shall make a quarterly Committee Report to the Board of Directors at a time designated by the President and shall otherwise report to the Board of Directors upon request as warranted by such committee's activities; (iv) except to the extent specified in these Bylaws or authorized by resolution of the Board of Directors, no committee, committee Chairperson or committee member is authorized to represent or bind the Congress in any manner or to any degree, or to incur any liability, obligation, contract or debt on behalf of the Congress; (v) the term of office of a member of any committee shall begin with the last day of the Annual Business Meeting in the year of appointment; (vi) any committee shall meet at the call of its Chairperson or of any two members of the committee; and (vii) each committee member shall be entitled to one vote, either in person or by signed proxy, communication technology, electronic transmission or by such other means as permitted by applicable law, provided that the identity of such committee member entitled to vote is reasonably confirmed prior to voting.

Section 3. Membership Committee. The "Membership Committee" shall oversee the review and determination on all applications for membership in the Congress.

Section 4. Bylaws Committee. The "Bylaws Committee" shall review the Bylaws annually and make recommendations for revision as deemed necessary. Recommended amendments shall be proposed to the Executive Committee for consideration

Section 5. Leadership Institute Committee. The "Leadership Institute Committee" aims to invest in providing members with state-of-the-art leadership skills from medicine, business, and industry.

Section 6. Awards Committee. The “Awards Committee” shall advise the Board of Directors of any Member whose activities and services relative to the Congress are singularly outstanding and sufficient to warrant special recognition.

Section 7. Education Division. The “Education Division” and its various subcommittees including “SANS Editorial Committee”, “Nexus Editorial Board”, “Quality Committee”, and “Data Science and Technology Committee”, shall produce educational materials for the Congress, including the Annual Meeting, medical student neurosurgical education, resident education, post-graduate education, and education to non-neurosurgeons and the public. It shall monitor the continuing medical education accreditation process and make recommendations on the process or other education activities to the Executive Committee.

Section 8. Finance Committee. The “Finance Committee” shall advise the Board of Directors relative to long-term financial planning and management of capital reserve.

Section 9. Historian and Archives Committee. The “Historian and Archives Committee” shall maintain a permanent repository for minutes and transactions of the Congress, of issues of *Clinical Neurosurgery and Neurosurgery*, photographs, historical paraphernalia, memorabilia, and all other items and articles of historical interest.

Section 10. Strategic Planning Committee. The “Strategic Planning Committee” shall make recommendations relative to the strategic planning of the Congress.

Section 11. Congress Quarterly. The “Congress Quarterly” shall have appoint ‘Editors’ and an editorial board to prepare editions of the Congress Quarterly as directed by the Board of Directors.

Section 12. Nominating Committee. The “Nominating Committee” shall be guided by the “Nominating Committee Standard Operating Procedures” as provided by the Board of Directors. The Board of Directors shall review the Nominating Committee Standard Operating Procedures annually.

Section 13. Publications Committee. The “Publications Committee” shall promote the educational goals of the Congress and provide educational information in written and/or electronic format for Members, as well as provide direction and vision for new forms of educational communication. The Congress may publish the following peer-reviewed journals (i) NEUROSURGERY® (ii) Operative Neurosurgery, and (iii) certain other scientific publications managed by NEUROSURGERY®, including Clinical Neurosurgery. Editorial decisions for those journals are made by the NEUROSURGERY® Editor-in-Chief and do not require separate approval by the Congress. Publications and official communications, including proceedings and papers presented at the Congress’s annual educational conference and committee investigations, are subject to prior approval by the President and Secretary.

Section 14. Professional Conduct Committee. The “Professional Conduct Committee” shall implement the Congress’s Membership and Professional Conduct policy and any related procedures in furtherance of quality health care.

Section 15. Resident Committee. The “Resident Committee” shall function to initiate and coordinate resident activities of the Congress.

Section 16. International Division. The “International Division” shall facilitate international membership, enhances international participation at the Congress’s Annual Meeting, and stimulates the creation of international philanthropic projects.

Section 17. Guidelines Committee. The “Guidelines Committee” shall review nominations for guideline creation workgroups and make priority recommendations to create evidence-based clinical practice guidelines.

Section 18. Compliance and Ethics Committee. The “Compliance and Ethics Committee” shall make recommendations to the Congress’s Executive Committee to ensure that the CNS Bylaws and best practices meet or exceed applicable state and federal laws and regulations, particularly those directly related to the conduct and functions of the Congress, its officers, or its members.

Section 19. Annual Meeting Planning Committee. The “Annual Meeting Planning Committee” and its subcommittee the “Scientific Program Committee” shall plan and facilitate the Congress’s annual educational conference.

ARTICLE VII **REPRESENTATIVES**

Section 1. Organizations. The Congress shall maintain standing representatives, delegates, members, or liaisons (in accordance with each organization’s rules and agreements with the Congress) to the following organizations, or committees and to other organizations or committees, as may be deemed advisable by the President and the Board of Directors.

- A. American Board of Neurological Surgery;
- B. American Medical Association;
- C. American College of Surgeons;
- D. National Coalition for Research in Neurological and Communicative Disorders;
- E. Think First/National Injury Prevention Foundation;
- F. The Congress of Neurological Surgeons Foundation;
- G. The Society of Neurological Surgeons.

Section 2. Reports. Each representative shall file a report with the Secretary of the Congress concerning the activities of such representative’s committee or organization within thirty (30) 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 (30) days before the Annual Business Meeting.

ARTICLE VIII **AUXILIARY OF THE CONGRESS**

Section 1. Purpose. An auxiliary may be established and composed of the spouses of the Members. Auxiliary members may participate in activities such as reception of guests at the Annual Business Meeting, arranging social functions related to activities of the Congress, assisting in the registration of members and guests at the Annual Business Meeting, and other activities designated by the Board of Directors. The Auxiliary may establish rules to govern its activities. Membership in the Auxiliary is encouraged but not required.

ARTICLE IX **CONGRESS SECTIONS**

Section 1. Establishment of Sections. The Congress may, from time to time by resolution of the Board of Directors, create sections (“**Sections**”) that have specific relevance to neurosurgery. Such sections may be created separately by the Congress, or jointly (“**Joint Sections**”) with the American Association of Neurological Surgeons (“**AANS**”). 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. The assets of such Sections shall be the property of the Congress, unless otherwise set forth in an applicable memorandum of understanding or as determined by the Board of Directors. Sections shall not be authorized to use the name of the Congress, 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 or the Board of Directors, without the prior approval or consent of such board(s) of directors, or the Board of Directors. The officers of Sections shall report section activities and finances to the relevant board(s) of directors and the Board of Directors at least annually and otherwise as may be requested by the relevant board(s) of directors and the Board of Directors or as may be warranted by the activities of such Section. The Board of Directors may also determine whether to dissolve a Section and in such case of dissolution of a Section, the Section's assets shall be allocated and disbursed in accordance with such applicable memorandum of understanding, or at the direction of the Board of Directors.

Section 2. Council of State Neurosurgical Societies. The Council of State Neurosurgical Societies ("CSNS") shall be established jointly by the Congress and the American Association of Neurological Surgeons. 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 proposal of action regarding socioeconomic issues concerning neurological surgery. 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 Board of Directors of the Congress.

Section 3. Committee of Military Neurosurgeons. All military neurosurgeons, active and retired, who are members of the Congress, may be members of this committee.

Section 4. Washington Committee for Neurosurgery. The Washington Committee for Neurosurgery (the "**Washington Committee**") shall be composed of an even number of members, half appointed by the President of the AANS and half by the President of the Congress. The Chair of the Washington Committee shall be an additional non-voting member of the Washington Committee who shall be appointed by agreement of the Presidents of the AANS and the Congress. The Washington Committee shall represent organized neurosurgery in the District of Columbia.

ARTICLE X

INDEMNIFICATION

Section 1. Permitted Indemnification. Each member of the Board of Directors and Executive Committee, whether or not then in office or currently serving, shall be indemnified by the Congress for the defense of, or in connection with, any threatened, pending or completed actions or proceedings and appeals therein, whether civil, criminal, administrative or investigative, in accordance with and to the fullest extent permitted by applicable law, as such law now exists or may hereafter be adopted or amended, against, without limitation, all judgments, fines, amounts paid in settlements, and all expenses, including attorneys' and other experts' fees, costs and disbursements, actually and reasonably incurred by such person as a result of such action or proceeding, or actually and reasonably incurred by such person (a) in making an application for payment of such expenses before any court or other governmental body, (b) in otherwise seeking to enforce the provisions of this Article X, Section 1, or (c) in securing or enforcing such person's right under any policy or director or officer liability insurance provided by the Congress; *provided, however*, that the Congress shall provide indemnification in connection with an action or proceeding (or part thereof) described herein only if such action or proceeding (or part thereof) was authorized by these Bylaws, the Board of Directors or applicable law.

Section 2. Limitations. No such reimbursement or indemnification shall relate to any expense incurred in connection with any matter as to which a person has been adjudged to be liable for negligence or misconduct in the performance of any duty. The indemnification provided herein shall not preclude other rights which such person may have under any agreement, granted by the Board of Directors or otherwise.

Section 3. Advancement of Expenses. Expenses incurred by a Director or Executive Committee member in connection with any action or proceeding as to which indemnification may be given under Article X may be paid by the Congress in advance of the final disposition of such action or proceeding upon (a) the receipt of an undertaking by or on behalf of such member to repay such advancement in case such member is ultimately found not to be entitled to indemnification as authorized by this Article X and (b) approval by the Board of Directors acting by a quorum consisting of Board of Directors members who are not parties to such action or proceeding or, if such a quorum is not obtainable, then approval by the Board of Directors member and the Executive Committee.

To the extent permitted by law, the Board of Directors shall not be required to find that the subject member has met the applicable standard of conduct provided by law for indemnification in connection with such action or proceeding before the corporation makes any advance payment of expenses hereunder.

ARTICLE XI **AMENDMENTS**

Section 1. Restated Bylaws. These Bylaws amend, restate, and replace in the entirety the Bylaws of the Congress dated as of October 22, 2019 (the “**Prior Bylaws**”). All governance, authority, rights, benefits, interest, liabilities and obligations of the Congress and its Members under the Prior Bylaws are hereby amended, restated, replaced and superseded in their entirety according to the terms and provisions set forth herein.

Section 2. Authority to Amend.

A. These Bylaws may be altered or amended at any Annual Business Meeting or such other annual, special or general meeting of the Members, by unanimous approval of those Members present at said meeting, provided a written copy of said amendment is filed with the Secretary and notice therefore is given in writing or disseminated via electronic communications, including, but not limited to, e-mails, facsimile, or similar methods to the Members at least thirty (30) days before said meeting. Subject to subsection 2(C) herein, any amendments failing to receive unanimous approval at such meeting shall be resubmitted to the Members in attendance at such meeting, by written ballot, approval of said amendment requiring a two-thirds (2/3) vote of those responding within thirty (30) days of distribution of the ballot.

B. In addition, subject to subsection 2(C) herein, amendments to these Bylaws may be approved through electronic voting, without convening a meeting of the Members, by the approval of two-thirds (2/3) vote of the Members responding within thirty (30) days of distribution of the corresponding electronic ballot.

C. Notwithstanding the foregoing, or anything to the contrary herein contained, in the event any prospective amendment to these Bylaws proposes to alter any language in, or conflicts with the effect of any language in, Article I, II, or XI of these Bylaws, such amendment shall be voted on only at the Annual Business Meeting, or such other annual, special or general meeting of the Members, and may be approved only by the unanimous vote of the Members present at such meeting, provided a written copy of said amendment is filed with the Secretary and notice therefore is given in writing or disseminated via electronic communications, including, but not limited to, e-mails, facsimile, or similar methods to the members at least thirty (30) days before said meeting.

ARTICLE XII **MISCELLANEOUS PROVISIONS**

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

Section 2. Seal. The Congress does not have a corporate seal.

Section 3. Fiscal Year. The fiscal year of the Congress shall be as determined by the Board of Directors.

Section 4. Rules of Order. Robert’s Rules of Order governing deliberative bodies shall prevail at the meetings of the Congress 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.

Section 5. Conflict with Applicable Law or Certificate of Incorporation. These Bylaws are adopted subject to any applicable law and the Articles of Incorporation. Whenever these Bylaws may conflict with any applicable law or the Articles of Incorporation, such conflict shall be resolved in favor of such law or the Articles of Incorporation.

The foregoing Bylaws are the Amended and Restated Bylaws of the Congress, dated as of _____, 2021.

Respectfully submitted,

Name:
Title: Secretary, Congress of Neurological Surgeons