

MISSION STATEMENT

The Congress of Neurological Surgeons exists to enhance health and improve lives worldwide through the advancement of education and scientific exchange. The Congress of Neurological Surgeons serves to promote health by advancing neurosurgery worldwide through innovation and excellence in education. The Congress of Neurological Surgeons provides global leadership in neurosurgery by inspiring and facilitating scientific discovery and its translation into clinical practice. The Congress of Neurological Surgeons maintains the vitality of our profession through volunteer efforts of its members and the development of leadership in service to the public, to our colleagues in other disciplines, and to neurosurgeons throughout the world in all stages of their professional lives.

CODE OF ETHICS

I. A Code of Ethics for professional conduct has been adopted by the Congress of Neurological Surgeons. The Code of Ethics shall serve as guidelines for neurological surgeons in their relationships with the patient, the patient's family, other health professionals, the legal system, government, and the community. The Code of Ethics shall serve as one method of assessing the standing of a physician in practice and may also serve as one method of evaluating prospective Members of the Congress of Neurological Surgeons.

II. The primary ethical consideration for neurological surgeons shall be commitment to providing optimal medical care for the patient as allowable by the resources and circumstances at hand. No activity shall be undertaken that does not serve the best interests of the patient. In doing so, neurological surgeons shall provide services in which they are competent as provided by training, experience and available resources. The ethical conduct of the neurological surgeon shall include involvement in continuing medical education and training in order to remain current on the latest in medical technology, information, and practice guidelines.

Patient privacy and confidentiality shall be respected and protected by the neurological surgeon unless otherwise required by the law. The neurological surgeon shall communicate effectively with the patient and family during the decision-making process. The surgeon shall act as the patient's advocate in circumstances where the patient is unable to do so (due to illness) to provide relief of pain and suffering or to allow for dignity in dying. The lawful wishes of the competent patient or family or those wishes previously declared legally shall be respected. When human research or experimentation is considered, the surgeon shall provide accurate and honest information to the patient and family to obtain informed consent.

III. The ethical conduct of the neurological surgeon in dealing with the legal system shall include protection of patient-physician confidentiality and cooperation with members of the legal profession in order that justice shall prevail. When serving as an expert witness, the neurological surgeon shall present reasonable opinions as supported by acceptable practice standards and current scientific knowledge and shall not misrepresent science for legal or financial gain.

- IV.** The ethical conduct of the neurological surgeon shall include supporting the patient's rights and privileges as well as those of the physician when healthcare-related legislation is under consideration by our government. When called upon, the neurological surgeon shall provide accurate and honest information to government agencies involved with health care financing or legislation or reform. With regard to the relationship with insurance, compensation or reimbursement agencies, the neurological surgeon shall provide prompt, accurate and complete medical records and information to those agencies. The neurological surgeon shall receive patient care compensation for services he/she actually delivers or supervises. The division of income among members of an organized group may be based upon the value of services performed by each member as determined by group members.
- V.** The ethical conduct of the neurological surgeon shall include avoidance of the abuse of alcohol and drugs or other self-abusive behavior. Should the physician become physically and/or mentally impaired due to medical infirmity, substance abuse or mental illness, the neurological surgeon should submit voluntarily for professional evaluation and treatment. In these circumstances, the practice of the neurological surgeon shall be limited appropriately. It is the ethical obligation of the neurological surgeon to approach any colleague who appears to be impaired and recommend treatment and/or referral to the appropriate hospital or regional professional committee.
- VI.** The neurological surgeon has an ethical and social obligation to be aware of local, regional, national and international matters that may affect healthcare or the individual rights of physicians and patients and to take action when deemed necessary.
- VII.** Neither membership nor full participation in the activities of the Congress of Neurological Surgeons shall be denied any person on account of race, color, religion, sex, national origin, disability, or sexual orientation. In addition, discrimination prohibited by this code includes not only intentional discrimination, but also conduct that creates or tolerates a hostile work environment by its officers or members. A hostile work environment is characterized by pervasive and offensive treatment of an employee or subordinate because of race, color, religion, sex, national origin, disability or sexual orientation. Sexual Harassment is characterized by unwelcome conduct of a sexual nature which adversely affects a term or condition of employment or participation in the organization, or which results in a hostile work environment.

The Code of Ethics of the Congress of Neurological Surgeons shall be revised periodically based on need and the recommendations of the Membership.

Approved by the CNS Executive Committee 4/21/01

The Articles of Incorporation, dated 1988, are on file with the District of Columbia. The Charter of the Congress of Neurological Surgeons was originally filed in Nashville, Tennessee, in 1951.

BYLAWS OF THE CONGRESS OF NEUROLOGICAL SURGEONS

Name: The name of the organization shall be The Congress of Neurological Surgeons (the "Congress").

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.

TABLE OF CONTENTS
to the
BYLAWS
of
THE CONGRESS OF NEUROLOGICAL SURGEONS

	PAGE
ARTICLE I Offices	1
Section 1. Principal Office	1
Section 2. Other Offices	1
ARTICLE II Officers	1
Section 1. Positions	1
Section 2. Election and Term of Office	1
Section 3. Resignation and Removal	1
Section 4. President	2
Section 5. President-Elect	2
Section 6. Vice President	2
Section 7. Secretary	2
Section 8. Treasurer	2
Section 9. Reimbursement	3
ARTICLE III Executive Committee (Board of Directors)	3
Section 1. Powers	3
Section 2. Number and Election	3
Section 3. Vacancies	4
Section 4. Meetings	4
Section 5. Notice; Waiver of Notice	4
Section 6. Quorum and Vote at Meetings	4
Section 7. Action Without Meeting	4
Section 8. Telephone Meetings	5
Section 9. Resignation and Removal of Members of the Executive Committee	5
Section 10. Committees	5
Section 11. Reimbursement	5
Section 12. Chief Executive Officer (CEO)	5
ARTICLE IV Membership	5
Section 1. Members	5
Section 2. Age of Members	6
Section 3. Active Members	6
Section 4. International Members	7
Section 5. Honorary Members	8
Section 6. Senior Members	8
Section 7. Inactive Members	8
Section 8. Resident Members	8

Section 9.	Associate Members	9
Section 10.	Affiliate Members	9
Section 11.	Medical Student Members	9
Section 12.	Professional Standing	9
ARTICLE V Meetings and Elections		9
Section 1.	Meetings of the Members	9
Section 2.	Quorum and Voting Requirements	9
Section 3.	Nominations for Office	10
Section 4.	Elections	10
Section 5.	Rules of Order	10
ARTICLE VI Fees		11
Section 1.	Application Fees and Annual Dues	11
Section 2.	Suspension for Nonpayment	11
Section 3.	Special Assessment	11
ARTICLE VII Committees		11
Section 1.	Standing Committees	11
Section 2.	Other Committees	14
Section 3.	Quorums	14
Section 4.	Quarterly Report	14
Section 5.	Expenditures	14
Section 6.	Term of Office	15
Section 7.	Meetings	15
Section 8.	Voting	15
Section 9.	Publications	15
ARTICLE VIII Representatives		15
ARTICLE IX Auxiliary of the Congress		16
ARTICLE X Sections		16
Section 1.	Sections	16
Section 2.	Council of State Neurosurgical Societies	16
Section 3.	Committee of Military Neurosurgeons	16
Section 4.	Washington Committee for Neurosurgery	17
ARTICLE XI Indemnification		17
ARTICLE XII Amendments		18
ARTICLE XIII General Provisions		18
Section 1.	Execution of Instruments	18
Section 2.	Seal	18
Section 3.	Fiscal Year	18

BYLAWS
OF
THE CONGRESS OF NEUROLOGICAL SURGEONS

ARTICLE I

Offices

Section 1. Principal Office. The principal office of the Congress shall be located in Schaumburg, IL.

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

ARTICLE II

Officers

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

Section 2. Election and Term of Office. The President-Elect and the Vice President shall be elected annually by the members and shall each serve for a term of one year, and thereafter until such officer's successor is chosen or until such officer's death, resignation, or removal. The President-elect shall assume the office of President one year after election and shall serve in that office for a period of one year. If a vacancy occurs in the office of President, the Vice President shall exercise the duties of President. If a vacancy occurs in the office of President-Elect, this position shall not be refilled for that year but instead the Nominating Committee shall nominate a member for the office of President before the next Annual Business Meeting. The Secretary and the Treasurer shall be elected in different years, each for a term of three years. No officer shall serve more than one full term in the same office. If a vacancy occurs in any office other than the President or President-Elect, the Executive Committee may elect a person to fill the unexpired term. No person shall be nominated as an officer after such person reaches the age of forty-nine (49) years.

Section 3. Resignation and Removal. Any officer may resign at any time by delivering a written resignation to the President or the Secretary. Unless otherwise specified in such notice, the resignation shall take effect upon its receipt. Whenever in the judgment of the members the best interests of the Congress will be served thereby, any

officer may be removed from office by the affirmative vote of two-thirds of the members, at any meeting of the members duly called and at which a quorum is present.

Section 4. President. The President shall (1) be the Chair of the Executive Committee, (2) be an ex-officio member of all standing committees, and (3) have oversight responsibility for the management of the business and affairs of the Congress. The President, or in the President's absence the Vice President, or in the Vice President's absence the Secretary, shall preside at all meetings of the Executive Committee.

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

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

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

Section 8. Treasurer. The Treasurer shall oversee the Congress' 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 Executive Committee. The Treasurer shall disburse the funds of the Congress as ordered by the Executive Committee, 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 Executive Committee, and shall otherwise render an account of transactions as Treasurer and of the financial condition of the Congress whenever requested by the President or Executive Committee. The Treasurer shall arrange for an annual audit of the finances of the Congress by a Certified Public Accountant acceptable by the Executive Committee, and this audit shall become a part of the Treasurer's annual report. The Treasurer shall be Chair of the Finance Committee.

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

ARTICLE III

Executive Committee (Board of Directors)

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

Section 2. Number and Election.

The Executive Committee shall be comprised of:

A. Voting members comprised of:

1. the current:

- a. President,
- b. President-Elect,
- c. Vice President,
- d. Secretary,
- e. Treasurer, and
- f. Immediate Past-President,

each of whom shall serve during their terms; and

2. Six at large members who shall be elected (each for a two-year term) by the membership at the Annual Business Meeting;

B. Non-voting ex-officio members comprised of:

1. Not more than six members whom the President may appoint (for terms not to exceed three years, as designated by the President) from the Chairs of the following CNS Standing Committees: Education Committee, Annual Meeting Committee, Scientific Program Committee, Membership Committee, Publications Committee, and the International Division Committee; and

2. Not more than two members whom the President may appoint
To serve one-year terms.

Each elected member of the Executive Committee shall hold office until that member's successor is elected, or until such member's earlier resignation or removal. Subject to the other requirements in the bylaws, Executive Committee members may serve subsequent terms on the Executive Committee following expiration. No person shall be elected as a voting member of the Executive Committee after such person reaches the age of forty-eight years.

The CNS Executive Committee Advisory Council shall be comprised of (i) not more than eight members whom the President may appoint to serve one-year terms from among the chairs of the Joint Sections; and (ii) such other members as the President

may appoint to serve one-year terms. The Advisory Council shall provide advice and collaboration to the Executive Committee and shall work on such other projects as from time to time designated by the President. Advisory Council members shall be invited to attend such meetings of the Executive Committee as designated by the Executive Committee shall consist of twelve voting members: (a) the President, President-Elect, Vice President, Secretary, Treasurer, and Immediate Past-President, who shall serve during their terms; and (b) six other Members of the Executive Committee who shall be elected (each for a two-year term) by the members at the Annual Business Meeting. In addition, the President may appoint ex officio members of the Executive Committee. Each Member of the Executive Committee elected shall hold office until such Member's successor is elected or until such Member's earlier resignation or removal. No person shall be elected as a member of the Executive Committee after such person reaches the age of forty-eight (48) years.

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

Section 4. Meetings. Regular meetings of the Executive Committee shall be held on such dates and at such times and locations as may be designated by the Executive Committee upon reasonable notice. Meetings may be conducted via telephone or other electronic means.

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

Section 6. Quorum and Vote at Meetings. At any meeting of the Executive Committee, a majority of voting members (7 of the 12 voting members) shall constitute a quorum for the transaction of all business. A majority of the votes cast at a meeting of the Executive Committee, duly called and at which a quorum is present, shall be sufficient to take or authorize action upon any matter which may properly come before the meeting, unless the concurrence of a greater proportion is required for such action by statute, the Articles of Incorporation, or these Bylaws. If, at any meeting of the Executive Committee, there is less than a quorum present, a majority of those present may adjourn the meeting, without further notice, until a quorum is present.

Section 7. Action Without Meeting. Any action required or permitted to be taken at a meeting of the Executive Committee may be taken without a meeting if (i) a consent in writing, setting forth the action so taken, is signed by not less than 80% of all voting Members of the Executive Committee; and (ii) no voting Member of the Executive Committee requests that, in lieu of Action Without Meeting, the action instead be considered at a meeting of the Executive Committee.

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

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

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

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

Section 12. Chief Executive Official (CEO). The Board shall be authorized to employ a Chief Executive Official (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 Executive Committee may designate. The CEO may delegate to any other Congress employee such responsibilities as the CEO shall deem appropriate. The CEO shall be a non-voting ex-officio member of the Executive Committee. The CEO shall implement such policies and actions as directed by the Executive Committee or the Officers.

ARTICLE IV

Membership

Section 1. Members. There shall be ten (10) classes of membership in the Congress: Active Membership, Honorary Membership, Senior Membership, Inactive Membership, International Membership, Resident Membership, International Vista Resident Membership, Associate Membership, Medical Student, and Affiliate Membership. 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.

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

Section 3. Active Members.

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

(a) **meet at least one of the following criteria:**

- (1) 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
- (2) have completed the residency training requirements of a neurological surgery program accredited by the Accreditation Council for Graduate Medical Education; or
- (3) have acceptable academic training equivalent to the requirements for eligibility for examination by the American Board of Neurological Surgery; or
- (4) have an outstanding record in the field of neurological surgery over a period of years, due to the high standard of quality of the applicant's work;

and

- (b) be a member in good standing in the applicant's local or regional medical society, or provide equivalent documentation of good standing in the local medical community. Applicants who are active duty officers in the Armed Forces are exempt from this requirement;

and

- (c) have a record consistent with the highest standards of the profession

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 membership, and shall authorize the Membership Committee to obtain other relevant information from appropriate sources.

C. The Membership Committee shall consider all applications for membership in the Congress on a monthly basis. The Membership Committee shall notify the applicant of final decision. In circumstances where an applicant requires further review based on materials submitted or training irregularities, the Membership Chair shall evaluate the file and make the final recommendation. The Membership Chair shall publish a monthly list of all applicants being considered for membership via the web for comment by the membership at large. The Chair of the Membership Committee shall report to the Executive Committee at each of its meetings and present those approved and disapproved by the

Membership Committee and in the case of each disapproval, the reasons for such disapproval.

D. Active Members residing in the United States, Canada, or Mexico shall be required to obtain a minimum of 90 Category I continuing education credit hours for every three-year period. Attendance at regular Annual Meetings of the Members of the Congress also shall be a requirement of Active Membership. Any Active Member who is absent from three consecutive Annual Meetings may be suspended, unless such Member has furnished the Secretary with a satisfactory written explanation for such Active Member's absence. International Members are required to attend the Annual Meeting every ten (10) years. Any Active Member who is suspended, or who has resigned for any cause, may apply to the Membership Committee for reinstatement. The Membership Committee may recommend to the Executive Committee acceptance or rejection of such application for reinstatement.

Section 4. International Members. Neurosurgeons who live and practice outside of North America (the United States, its territories, Canada and Mexico) and who have been certified by their regional certification board for neurosurgery training and practice may become International Members. Except as provided herein, an International Member shall have all of the rights, privileges, duties and obligations of an Active Member.

An International Member must be duly licensed and must be a member in good standing of at least one 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 Membership Committee Chair. In circumstances where there is no local certification or licensing board, applications will be reviewed on a case- by-case basis by the Membership Committee Chair.

International Members may participate in all Congress activities and may serve as members or chairpersons of committees; however, they may not serve as Officers of the Congress of Neurological Surgeons.

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

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

Section 7. Inactive Members. Active Members in good standing may apply to the Secretary in writing for Inactive Membership, due to the onset of long-term illness, retirement from active practice, or for other reasons deemed sufficient by the 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 be reinstated to Active Membership on return to active practice and written request, subject to approval of the Membership Committee Chair.

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, the Royal College of Physicians and Surgeons in Canada or the Mexican Council of Neurological Surgery, or any fellow in a fellowship immediately following completion of an accredited neurological surgery training program. Residents enrolled in osteopathic (DO) neurosurgery not accredited by the ACGME will only be eligible for CNS Resident Membership under the sponsorship of their Resident Program Director provided they are an active CNS member. Conversion of these resident members to active membership will follow then applicable processes for DO members. Candidates for Resident Membership shall furnish to the Resident Membership Committee such information as it may require. Resident Membership may be approved by the Resident Membership Committee without action by the Executive Committee. Resident Membership shall terminate automatically upon the earlier of: (i) admission of a Resident Member to Active Member status; or (ii) one year following the termination of such Resident Member's participation in a Qualifying Program for any reason, including (without limitation) the successful completion of such Qualifying Program. During the final year of a Resident Member's training in a Qualifying Program, the Resident Member will be invited to submit additional information to the Membership Committee regarding the Resident Member's professional qualifications and accomplishments as they relate to possible Active Membership in the Congress. Within one-hundred twenty days following the Resident Member's successful completion of a Qualifying Program, the Resident Member may submit, on the form provided by the Congress, sufficient evidence of successful completion in a Qualifying Program, the Resident Member shall be deemed a candidate for Active Membership Congress in accordance with Article IV, Section 3C.

A. **International Vista Resident Members.** Neurosurgeons in training who live and train outside of North America (United States, its territories, Canada and Mexico) and who participate in a training program certified by their regional professional board for neurosurgery training and practice may become International Vista Resident Members. International Vista Resident Members shall be afforded the privileges and benefits of online International Membership. International Vista Resident Membership may be approved by the Resident Membership Committee without action by the Executive Committee. Applicants for International Vista Resident Membership shall furnish to the Resident 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 International Division, the Membership Committee and/or the Executive Committee. International Vista Resident Membership shall terminate automatically upon the expected date of completion of the training program.

Section 9. Associate Members. Associate Members are physicians and/or scientists who (a) are not neurological surgeons, (b) have shown distinction in some neurosurgically related discipline, and (c) have been recommended for membership in writing by two Active Members of the Congress of Neurological Surgeons. Associate Members shall pay dues and may serve on committees but may not vote or hold office. The total number of Associate Members may not exceed 10% of the number of Active Members.

Section 10. Affiliate Members. Affiliate Members are individuals who are (a) Allied Healthcare Professionals (nurses, physicians' assistants, etc.), (b) involved in neurosurgically related patient care, teaching or research, and (c) have been recommended for membership in writing by one Active Member of the Congress of Neurological Surgeons. Affiliate Members shall pay dues and may serve on committees but may not vote or hold office.

Section 11. Medical Student Members. Medical Student Membership shall be available to any medical student in good standing enrolled in an accredited US medical school (allopathic or osteopathic) or accredited Canadian medical school. 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. Medical Student Membership shall terminate automatically upon 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 12. Professional Standing. All members of the Congress shall be subject to the Code of Ethics* of the Congress of Neurological Surgeons. The Code of Ethics will be revised periodically based on the need and recommendation of the Membership. 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.

ARTICLE V

Meetings and Elections

Section 1. Meetings of the Members. The annual business meeting and any other regular meetings of the members shall be held on such dates and at such times and places as are determined by resolution of the Executive Committee, upon at least forty- five days written notice or dissemination via electronic communications, including, but not limited to, e-mails, facsimile, or similar methods to members. The presence at a meeting of a member without objection to the transaction of business shall constitute waiver of notice by such member.

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

Section 3. Nominations for Office. 1). Eligible candidates for officership (President-elect, Vice-President, Secretary, and Treasurer) include members who have served for at least 3 years on the CNS Executive Committee. All CNS members are eligible for the position of Member at Large. Nominees are likely to have served on CNS, CSNS, or Section Committees in the past but such service is not a mandatory prerequisite for nomination.

- 2). At least one hundred and twenty days before the Annual Meeting of the Congress of Neurological Surgeons, the CNS Nominating Committee shall select and report to the Secretary the names of the nominees for the offices to be filled.
- 3). Additionally, any twenty members of the Congress of Neurological Surgeons may nominate any CNS eligible candidate(s) for member(s) at large position and/or officer(s) in writing signed by each and sent to the Secretary at least ninety (90) days before the Annual Meeting of the Congress.
- 4). The Secretary shall advise the membership of the nominees from the CNS Nominating Committee and any additional nominations at least sixty (60) days before the Annual Meeting.

Section 4. Elections. Each Active Member of the Congress shall be entitled to electronically vote for Officers and Members at Large of the Executive Committee in an election to be held no fewer than thirty (30) days before the Annual Meeting. Votes for each candidate shall be tabulated, the candidate with the fewest votes dropped from the slate, and further ballots completed until candidates sufficient to fill the vacancies each receive a majority of votes. In the event of a tie vote in any election of officers or members at large of the Executive Committee, the President shall cast the deciding vote. The outcome of the election of officers and members at large will be announced at the Annual Business Meeting.

Section 5. 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.

ARTICLE VI

Fees

Section 1. Application Fees and Annual Dues. The application fee and the annual dues shall be established by the Executive Committee with the approval of two-thirds of the members present at a regular Annual Business Meeting. All annual dues shall be payable before the next Annual 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. Members who do not pay such fees and dues to the Congress shall become delinquent thirty days after the Annual Meeting. A default in payment of fees or dues owing for one year following the last Annual Meeting shall automatically cause a suspension of a member. Honorary Members shall not be required to pay initiation fees. Honorary, Senior, and Inactive members shall not be required to pay annual dues. Any member whose membership in the Congress is suspended because of nonpayment of dues as required may apply to the Congress for reinstatement, subject to the approval of the Membership Committee Chair or designee. Past dues must be submitted to be reinstated. Payment of past dues is required, and it is at the discretion of the Membership Committee Chair to waive a portion of that repayment requirement.

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

ARTICLE VII

Committees

Section 1. Standing Committees. The CNS Executive Committee shall establish standing committees (comprised of members or non-member non-neurosurgeons, or non-member neurosurgeons appointed or authorized only by the President). The Chair of each committee shall serve for a term of no more than 3 consecutive years. The committees include the following:

A. The CNS Annual Meeting Committee shall consist of a Chair, a Scientific Program Committee Chair, a Scientific Program Committee Vice-Chair, and representatives from each of the recognized Joint Sections. The Scientific Program Committee shall consist of a Chair and such members as are appointed by the Annual Meeting and Scientific Program Committee Chairs to be in charge of the various components of the scientific program at the Annual Meeting.

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

C. The Clinical Neurosurgery Committee shall consist of an Editor and members who shall be responsible for the collection of manuscripts from the annual scientific sessions and their publication in *Clinical Neurosurgery*.

D. The CNS Awards Committee shall be composed of the three immediate Past Presidents who shall advise the Executive Committee of any member whose activities and services relative to the Congress are singularly outstanding and sufficient to warrant special recognition. The immediate Past President shall serve as Chair of this committee.

E. The CNS Education Division shall be led by the Education Division Chair, who will be assisted by the Education Division Vice-Chair. The CNS Education Division shall be composed of (i) the Education Division Chair, (ii) Vice-Chair, and (iii) such additional Members, who may be appointed by the Education Division Chair or CNS President, and which Members are also then serving in leadership positions on a CNS committee directly involved in the production of CNS educational material, including the Annual Meeting, medical student neurosurgical education, resident education, post-graduate education, and education to non-neurosurgeons and the public. The CNS Education Division Chair shall monitor the continuing medical education accreditation process of the CNS, and, from time to time, shall make recommendations to the Executive Committee regarding that accreditation process and the educational activities of the CNS.

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

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

H. The CNS Strategic Planning Committee shall consist of the individuals holding the following positions, the Past-President, the President, President-elect, Vice-President, Secretary, Treasurer, the CNS Education Committee Chair, and the Annual Meeting Chair. The President-Elect shall be the Chair of the Committee and shall also have the authority to appoint additional members to the Committee, which authority shall be exercised in his or her sole discretion. This committee shall regularly meet to make recommendations relative to the strategic planning of the Congress of Neurological Surgeons.

I. The CNS Membership Committee shall consist of up to seven members and shall review and vote on all the applicants for membership. The Chair shall be selected from among the members of the Executive Committee who are not officers. Appointment to the Membership Committee shall be made by the President in conjunction with the Chair of the Membership Committee and with the approval of the Executive Committee. One of the selected members of the CNS Membership Committee will serve as a Volunteer Coordinator. The Volunteer Coordinator will serve as a point person for identification, solicitation, and monitoring of volunteers within the Congress of Neurological Surgeons. This Volunteer Coordinator will also request the help of volunteers for specific projects at the direction of the CNS Executive Committee.

J. The Congress Quarterly Editor(s) – shall be appointed by the CNS President. The Editor(s) shall appoint an editorial board and prepare editions of the *Congress Quarterly* as directed by the Executive Committee.

K. The CNS Nominating Committee shall consist of seven members, including five who shall be appointed from the membership at large by the Executive Committee and shall serve for a term of two years, and the two immediate Past Presidents. The Past, Past President shall be Chair of the Nominating Committee. The Nominating Committee shall present candidates for Membership on the Executive Committee and election results of office of the Congress at each Annual Business Meeting (in accordance with the by-laws). The Nominating Committee shall report the names of the selected nominees to the Secretary not less than sixty days before the Annual Meeting of the Congress.

L. The CNS Publications Committee shall promote the educational goals of the Congress and provide educational information in written and/or electronic format for CNS members. The Committee shall provide direction and vision for new forms of educational communication. The Committee shall be composed of five members: The Committee Chairperson (to be appointed by the CNS Executive Committee), a Vice-Chairperson, and three Advisory Board Members-at-Large. The Chairperson should have experience on the Publications Committee to ensure continuity of the process to achieve

the Committee's mission.

The editors of all CNS publications shall serve as Ex-Officio Members of the CNS Publications Committee during the terms of their editorships. Individual publication editors will be selected by the CNS Executive Committee from nominations made by the Publications Committee.

The CNS Publications Committee shall meet twice yearly, concurrent with the Annual Meetings of the AANS and the CNS. The Chairperson will prepare and distribute an agenda at least one month prior to these meetings. All publication editors and publishers will make reports.

M. The CNS Professional Conduct Committee shall consist of the immediate past President (who shall serve as Chair) and four members appointed by the President with the approval of the Executive Committee. A new member shall be appointed every year and the term of office shall be four years. This committee shall implement the Congress Membership and Professional Conduct Policy and any related procedures in furtherance of quality health care.

N. The CNS Resident Committee shall consist of a Chair, subcommittees, and members, whose function shall be to initiate and coordinate resident activities of the Congress. Subcommittees shall consist of Resident Membership Subcommittee, Resident Registration Subcommittee, Academic Inquiry and Placement Subcommittee, and additional subcommittees as necessary to accomplish the goals of the Resident Committee.

O. The CNS International Division shall consist of a Chair and other members appointed by the President. This committee, its subcommittees and members shall function to facilitate International Membership, enhance international participation at the Annual Meeting and stimulate the creation of international philanthropic projects.

P. The CNS Public Relations Committee and its members will serve to promote the mission of the Congress of Neurological Surgeons to the membership and the community at large. The Public Relations Committee Chairpersons shall be appointed by the President of the CNS. The Committee will primarily function to promote the annual meeting and the Congress of Neurological Surgeons by coordinating its activities with the Annual Meeting Committee.

Q. The Compliance and Ethics Committee shall be composed of a Chairperson, who is also a member of the Executive Committee, and other appointed members. The Chairperson and members of the Committee shall be appointed annually for one year terms by the CNS President, in consultation with the then Chairperson. The term of any person so appointed may be renewed at the end of each such term. Formation of any subcommittees will be jointly agreed to by the President and Chairperson for a term not to exceed one year; provided that such term may be extended from time to time in one-year increments by the then President and Chairperson. The Committee's responsibility is to make recommendations to the CNS Executive Committee to ensure that 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 CNS, its officers, or its members. The Committee shall make quarterly reports to the Executive Committee, and to such other committees as the Executive Committee may from time to time direct.

R. The CNS Guidelines Committee shall be composed of a Chairperson, Vice-Chair and Members at the discretion of the Guidelines Chair who shall review nominations for Guideline creation workgroups and make priority recommendations to create evidence-based clinical practice guidelines.

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

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

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

Section 5. Expenditures. Except to the extent specified in these Bylaws or authorized by resolution of the Executive Committee, no committee or committee Chair or member shall be 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.

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

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

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

Section 9. Publications. The CNS publishes peer-reviewed journals (i) NEUROSURGERY® and (ii) Operative Neurosurgery, and certain other scientific publications managed by NEUROSURGERY®, including Clinical Neurosurgery. Editorial decisions for those journals are made by the NEUROSURGERY® Editor and do not require separate approval by the CNS publications and official communications, including proceedings and papers presented at the CNS Annual Meeting and committee investigations, are subject to approval by the CNS President and Secretary.

ARTICLE VIII

Representatives

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 Executive Committee.

- A. American Board of Neurological Surgery -- two representatives with terms of six years.

- B. American Medical Association -- one delegate and one alternate delegate with terms of four years.
- C. American College of Surgeons -- one Advisory Council representative with a term of three years, and one member of the Board of Governors with a term of three years. Both terms are renewable once as per the Bylaws of the American College of Surgeons.
- D. National Coalition for Research in Neurological and Communicative Disorders -- one representative with a term of two years.
- E. Think First/National Injury Prevention Foundation – two representatives with terms of three years renewable by the CNS President.

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

ARTICLE IX

Auxiliary of the Congress

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

ARTICLE X Sections

Section 1. Sections. The Congress may, from time to time by resolution of the Executive Committee, create sections that have specific relevance to neurosurgery. Such sections may be created separately by the Congress, or jointly with the American Association of Neurological Surgeons (Joint Sections). Sections may maintain their own rules, which must be approved by the board of directors of the sponsoring entity or entities. Under such rules, Sections may elect their own officers, hold their own meetings, levy their own dues and must maintain financial accounts. Sections shall not be authorized to use the name of the 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, without the prior approval of such board(s) of directors. The officers of Sections shall report section activities and finances to the relevant Board(s) of Directors at least annually and otherwise as may be requested by the Board(s) of Directors or as may be warranted by the activities of such section.

Section 2. The Council of State Neurosurgical Societies shall be established jointly by the Congress and the American Association of Neurological Surgeons. The CSNS will be comprised both of elected delegates from the State Neurological Societies and of members appointed by the Presidents of the American Association

of Neurological Surgeons and the Congress. 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 Executive Committee of the Congress. Amendments to the rules and regulations are subject to approval of the Board of Directors of the AANS and Executive Committee of the Congress. The Chairperson of the CNS-appointees shall be appointed by the CNS President. The Chairperson should have experience as a State or Regional delegate or as a CNS-appointee to the CSNS. The responsibility of the Chairperson is to promote attendance of the CNS-appointees at the two annual meetings of the CSNS and provide leadership during the weekend activities of the CSNS. The Chairperson shall report to the Volunteer Coordinator of the CNS Membership Committee on the performance of the CNS-appointees.

Section 3. The CNS Committee of Military Neurosurgeons shall consist of a Chair and members who will form a Joint Committee of Military Neurosurgeons (JCMN) with the American Association of Neurological Surgeons. The committee shall be called the Joint Committee of Military Neurosurgeons of the American Association of Neurological Surgeons and the Congress. All military neurosurgeons, active and retired, who are members of the Congress, may be members of this committee. The Joint Committee of Military Neurosurgeons shall coordinate matters pertaining to Military Neurosurgical members of both parent organizations.

Section 4. The Washington Committee for Neurosurgery shall be composed of an even number of members, half appointed by the President of the American Association of Neurological Surgeons and half by the President of the Congress. The Chair of the Washington Committee will be an additional non-voting member of the Committee who will be appointed by agreement of the Presidents of the AANS and CNS. The Washington Committee shall represent organized neurosurgery in Washington.

ARTICLE XI

Indemnification

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

B. This indemnification extends to any criminal action, suit, investigation or proceeding, provided that the same shall be dismissed against such covered person or that

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

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

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

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

ARTICLE XII

Amendments

These Bylaws may be altered or amended at any general meeting of the Congress, by unanimous vote of those present, at said meeting, provided a written copy of said amendment is filed with the Secretary and notice therefore is given in writing or disseminated via electronic communications, including, but not limited to, e-mails, facsimile, or similar methods to the members at least 45 days before said meeting. Any amendments failing to receive a unanimous vote shall be submitted to the membership at large, by written ballot, approval of said amendment requiring a two-thirds vote of those responding within 45 days of distribution of the ballot.

ARTICLE XIII

General 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 Executive Committee may from time to time designate.

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

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

The foregoing Bylaws are the "Latest Revision" dated October 10, 2017.

Respectfully submitted,

A handwritten signature in dark ink, appearing to read "S. Kalkanis". The signature is fluid and cursive, with the first letter of the first name being a large, stylized 'S'.

Steven N. Kalkanis, MD
Secretary, Congress of Neurological Surgeons