



# **BYLAWS**

***California Association of Neurological Surgeons  
Amended January 2016***

## **INDEX**

<b><i>Articles of Incorporation</i></b>	<b>3 - 5</b>
<b><i>Purposes</i></b>	<b>6</b>
<b><i>Membership</i></b>	<b>6 -8</b>
<b><i>Location</i></b>	<b>8</b>
<b><i>Censure, Suspension and Expulsion</i></b>	<b>8</b>
<b><i>Officers</i></b>	<b>8 - 10</b>
<b><i>Board of Directors</i></b>	<b>11</b>
<b><i>Annual and Special Session</i></b>	<b>12</b>
<b><i>Committees</i></b>	<b>13-15</b>
<b><i>Delegates</i></b>	<b>16</b>
<b><i>Terms of Office/CSNS/CMA</i></b>	<b>16 - 17</b>
<b><i>Conduct</i></b>	<b>17</b>
<b><i>Executive Office</i></b>	<b>17-18</b>
<b><i>Funds/Expenditures</i></b>	<b>18</b>
<b><i>Seal</i></b>	<b>18</b>
<b><i>Rules of Order</i></b>	<b>18</b>
<b><i>Referendum</i></b>	<b>18</b>
<b><i>Amendments</i></b>	<b>18</b>
<b><i>Indemnity</i></b>	<b>18-19</b>

**CERTIFICATE OF INCORPORATION**  
**Certificate Number 685519**

**STATE OF CALIFORNIA/DEPARTMENT OF STATE**

To all whom these presents shall come, Greetings:

I, Edmund G. Brown, Jr., Secretary of State of the State of California, hereby certify:

That the annexed transcript has been compared with the Record on file in my office, of which it purports to be a copy, and that the same is full, true and correct.

WHEREAS, Article of Incorporation duly signed and verified of THE CALIFORNIA ASSOCIATION OF NEUROLOGICAL SURGEONS have been filed in the Office of the Secretary of State on the 19th day of July, A.D. 1973.

NOW THEREFORE, I, Edmund G. Brown, Jr., Secretary of State, have hereunto caused the Great Seal of the State of California to be affixed and my name subscribed at the City of Sacramento, in the State of California, this July 20, 1973.

Edmund G. Brown, Jr.  
Secretary of State

SEAL by        James E. Harris, Deputy Secretary of State

**ARTICLES OF INCORPORATION**  
**OF**  
**THE CALIFORNIA ASSOCIATION OF**  
**NEUROLOGICAL SURGEONS, INC.**

**ARTICLE I**

The name of the Corporation is THE CALIFORNIA ASSOCIATION OF NEUROLOGICAL SURGEONS, INC.

**ARTICLE II**

The purposes for which this corporation is formed are:

(a) The specific and primary purposes are to promote and encourage the association of neurological surgeons and the practice and advancement of neurological surgery in the State of California.

(b) The general purposes and powers are to promote and encourage the organization and professional association of duly licensed doctors of medicine in the State of California who are specializing in neurological surgery; to promote in all respects the medical practice, continuing education and advancement of the discipline of neurological surgery; to promote scientific and professional exchange between members of this Association to maintain and strive constantly to improve the high quality of neurosurgical care for the people of the State of California; to encourage rapid dissemination of knowledge concerning advances in neurosurgical techniques and diagnostic methods; to promote in all respects through meetings, seminars and publications the purposes of this Association and to create a specialty medical society that can represent its membership in all matters of direct concern to them.

(c) To have and exercise all rights and powers conferred on nonprofit corporations under the laws of California including the power of contract, rent, buy or sell personal or real property provided however, that this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purposes of this corporation.

### ARTICLE III

This corporation is organized pursuant to the General Nonprofit Corporation Law of the State of California.

### ARTICLE IV

**(a)** The Number of Directors of this corporation shall be FOUR (4).

**(b)** The names and addresses of the persons who are to act in the capacity of Directors until the selection of their successors are:

BYRON C. PEVEHOUSE, M.D., 2001 Union St., San Francisco, CA 94123  
JAMES R. ST. JOHN, M.D., 316 W. Junipero St., Santa Barbara, CA 93105  
JOHN A. McRAE, M.D., 7080 Hollywood Blvd., Los Angeles, CA 90028  
JOHN W. PACE, M.D., 1357 W. Shaw Ave., Fresno, CA 93705

**(c)** These Articles shall not be amended to alter the statement of the name and addresses of the first Directors, as set forth in Paragraph (b) of this ARTICLE FIFTH. Notwithstanding any other provisions in these Articles, the number of Directors authorized in Paragraph (a) can be changed either by amendment of these Articles by resolution of the Board of Directors and by the votes, or written consent of members holding not less than a majority of the voting power of the corporation; or by a Bylaw duly adopted by the vote or written consent of members holding not less than a majority of the voting power of the corporation, and not otherwise.

**(d)** Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as the unanimous vote of such Directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action so taken by the unanimous written consent of the Board of Directors without a meeting and that the Articles of Incorporation authorize the Directors to so act, and such statement shall be prima facie evidence of such authority.

**(e)** The manner in which Directors shall be chosen and removed from office, their qualifications, powers, duties, compensation, and tenure of office, the manner of filling vacancies on the Board, and the manner of calling and holding meetings of Directors, shall be as stated in the Bylaw.

**(f)** Directors shall not be personally liable for the debts, liabilities, or obligations of the corporation.

### ARTICLE V

**(a)** The authorized number, if any, and qualifications of members of the corporation, the filling of vacancies, the different classes of membership, if any, the property, voting and other rights and privileges of members, and their liability to dues and assessments and the method of collection, and the termination and transfer of membership shall be as stated in the Bylaws. Provided, however, that if the voting, property or other rights or interests, or any of them, be unequal, the Bylaws shall set forth the rule or rules by which the respective voting, property or other rights or interests of each member or class of members are fixed and determined.

**(b)** Members of this corporation are not personally liable for the debts, liabilities, or obligations of the corporation.

### ARTICLE VI

**(a)** This corporation is not organized, nor shall it be operated, for pecuniary gain or profit, and it does not contemplate the distribution of gains, profits, or dividends to the members thereof and is organized solely for non-profit purposes.

(b) The property of this corporation is irrevocably dedicated to charitable, scientific and educational purposes meeting the requirements of exemption provided by Section 214 of the Revenue and Taxation Code and no part of the net income or assets of this organization shall ever inure to the benefit of any director, officer, or member thereof or to the benefit of any private persons.

(c) On the dissolution or winding up of the corporation its assets remaining after payment of, or provision for payment of, all debts and liabilities of this corporation, shall be distributed to a non-profit fund, foundation, or corporation which is organized and operated exclusively for charitable, scientific and educational purposes, and which has established its tax exempt status under Section 501(c)(6) of the Internal Revenue Code.

(d) If this corporation holds any assets in trust, or the corporation is formed for charitable purposes, such assets shall be disposed of in such manner as may be directed by decree of the superior court of the county in which the corporation has its principal office, on petition therefor by the Attorney General or by any person concerned in the liquidation, in a proceeding to which the Attorney General is a party.

**ARTICLE VII**

This corporation is not authorized, nor shall it have the power, to issue capital stock.

**ARTICLE VIII**

These articles may, except as provided by law imposing more stringent requirements, be amended as follows:

(a) Before any members, other than the incorporators, have been admitted to the corporation, by a writing signed by two-thirds of the incorporators.

(b) After members, other than the incorporators, have been admitted to the corporation, by resolution of the Board of Directors and the vote or written consent of members holding not less than a majority of the voting power, given either before or after the adoption of the resolution by the Board.

IN WITNESS WHEREOF, the undersigned, who are the incorporators and the above first named Directors of this corporation, have executed these Articles of Incorporation of June 10, 1973.

BYRON C. PEVEHOUSE, M.D.,  
Incorporator

JAMES R. ST. JOHN, M.D.,  
Incorporator

JOHN A. McRAE, M.D.,  
Incorporator

JOHN W., PACE, M.D.,  
Incorporator

State of California/County of San Mateo

On June 10th, 1973, before me, Catherine Quinn, a Notary Public for the State of California, personally appeared BYRON C. PEVEHOUSE, M.D.; JAMES R. ST. JOHN M.D.; JOHN M. McRAE, M.D.; and JOHN W. PACE, M.D.; known to me to be the persons whose names are subscribed to the foregoing Articles of Incorporation of THE CALIFORNIA ASSOCIATION OF NEUROLOGICAL SURGEONS, INC., and acknowledged that they executed the same.

Notary Public for the State of California  
My Commission expires

# BYLAWS OF THE CALIFORNIA ASSOCIATION OF NEUROLOGICAL SURGEONS, INC.

A Non-Profit Corporation Chartered Under the Laws of The State of California.

## ARTICLE I

This organization shall be known as the California Association of Neurological Surgeons, Incorporated.

## ARTICLE II

### **PURPOSES**

It shall be the purpose of this Corporation to promote and encourage the organization and professional association of physicians (Doctors of Medicine and Doctors of Osteopathy) duly licensed in the State of California who are specializing in neurological surgery; to promote in all respects the medical practice, continuing education and advancement of the discipline of neurological surgery; to promote scientific and professional exchange between members of this Association; to maintain and strive constantly to improve the high quality of neurosurgical care for the people of the State of California; to encourage rapid dissemination of knowledge concerning advances in neurosurgical techniques and diagnostic methods; to promote in all respects through meetings, seminars and publications the purposes of this Association and to create a specialty medical society that can represent its membership in all matters of direct concern to them.

## ARTICLE III

### **MEMBERSHIP**

**Section 3.01.** Membership in this Association is a privilege and is contingent upon compliance with the requirements specified in these Bylaws. No person shall be accepted or continued as a member of this Association unless he/she is of good moral character and adheres to the ethical standards of the medical profession. No person shall be accepted for membership unless he/she meets the above requirements and is at the same time practicing in accordance with the principles of this Association as stated in these Bylaws.

### **CATEGORIES**

**Section 3.02.** The categories of membership of this Association are as follows: Honorary, Active, Senior, Resident, Inactive and Allied Health Professional.

### **ELIGIBILITY AND APPROVAL**

**Section 3.03.** The requirements of eligibility in the various categories of membership are:

**Section 3.03-1. Honorary.** Neurological surgeons or other individuals who have rendered faithful service to the Association or who have attained exceptional eminence in neurological surgery or related fields may be elected to Honorary Membership.

Nomination for Honorary membership shall be initiated by two members, each of whom is an Active member, submitting the prescribed form to the Secretary. The nomination must be approved by the Membership Committee and the Board of Directors prior to being presented at the annual session of the Association. Election to Honorary membership requires a three-quarter (3/4) majority vote of the Active members present and voting at the annual session except for the Pevehouse Award recipients who will automatically be accorded honorary membership.

Honorary members shall be entitled to all benefits and privileges of active membership except they shall not hold office or have a vote in the Association. They may, however serve on a committee and be a voting member of that committee.

An honorary membership certificate shall be sent to each new Honorary member.

**Section 3.03-2. Active.** Active membership shall consist of physicians and surgeons who have a license to practice medicine in the State of California and who declare that the majority of their medical and surgical practice is in the specialty of neurological surgery within the State of California and who by reason of education, training and experience are qualified to perform neurosurgery.

Application for membership shall be submitted to the Secretary on the prescribed form provided by this Association.

Completed applications for membership shall be transmitted by the Secretary to the Membership Committee.

Active members shall be entitled to full privileges of this Association and shall be entitled to vote and hold any office or appointment.

A membership certificate shall be sent to each new Active member. The name of each new member shall be enrolled upon the official membership roster.

An Active member of this Association is required to hold a full and unrestricted license to practice medicine in the State of California and to maintain his/her "location of principal professional activity" as defined in Section 3.04.

**Section 3.03-3. Senior.** An active member in good standing, upon retiring from the practice of neurosurgery, may become a Senior member upon written notification to the Secretary and by approval of the Board.

Senior members shall be entitled to all benefits and privileges of active membership except they shall not hold office or have a vote in the Association. They may, however, serve on a committee and be a voting member of that committee.

**Section 3.03-4. Resident.** All California Neurosurgery Residents are automatically granted Resident Membership as long as they remain in good standing in their neurosurgical program. When a Resident member completes his/her training or ceases to hold such an approved residency appointment, he/she automatically ceases to be a Resident member of this Association.

Except as otherwise provided in these Bylaws, Resident members shall be entitled to all benefits and privileges of the Association except that they shall not hold office, serve on the Board of Directors, vote in the Association, or be appointed as chairperson of any committee in this Association. They may, however, serve on a committee and be a voting member of that committee.

**Section 3.03-5. Inactive.** If any member of the California Association of Neurological Surgeons shall absent himself/herself from the practice of neurological surgery for a greater part of the year by reason of illness, post-graduate studies, or other reasons acceptable to the Board of Directors, he/she may apply, in writing, to the Board of Directors for transfer to inactive status.

Members approved for inactive status shall not be required to pay dues, may not hold office, serve on the Board of Directors, or be appointed as Chairperson of any committee in this Association. Upon return to active practice, the member must, within ninety (90) days, apply, in writing, to the Board of Directors for transfer back to his/her original status. All privilege held before transfer to inactive status shall be restored, unless altered by specific action of the Board of Directors.

Inactive members shall be entitled to all benefits and privileges of active membership except they shall not hold office or have a vote in the Association.

**Section 3.03-6. Allied Health Personnel.** All allied health professionals may be eligible for membership provided the person is sponsored by an active CANS neurosurgeon member. Such allied health professions include physician assistants, nurse practitioners and certified first assistants. Allied Health membership confers neither voting privileges nor eligibility to serve on the CANS Board of Directors.

#### **LOCATION OF PRINCIPAL PROFESSIONAL ACTIVITY**

**Section 3.04.** Unless otherwise described in these Bylaws, the term "location of principal professional activity" is defined as the place within the State of California where a member performs the greater part of his/her professional duties as a neurological surgeon, as distinguished from his place of residence or location of temporary or other professional activities. In the event of uncertainty or dispute as to the "location of principal professional activity" the matter shall be referred to the Membership Committee of this Association.

#### **CENSURE, SUSPENSION AND EXPULSION**

**Section 3.05.** A member of this Association may be censured, suspended or expelled for good cause in accordance with Article IX of these Bylaws.

##### **Section 3.05-1. Causes**

- (a) Expulsion from membership in the local county medical society appropriate for location of principal professional activity.
- (b) Revocation or suspension of a member's license to practice medicine in the State of California.
- (c) Conviction in a court of law of a felony or an offense involving moral turpitude.
- (d) Conduct unbecoming a physician.
- (e) Failure to abide by the provisions of these Bylaws.
- (f) Violation of the standards of professional conduct approved by this Association.
- (g) Non-payment of dues or assessments of this Association.

**Section 3.05-2. Investigation.** Investigations and hearings involving a member of this Association shall be conducted in accordance with Article IX of these Bylaws.

#### **ANNUAL DUES AND ASSESSMENTS**

**Section 3.06.** The amount of the annual dues and assessments for Active, Senior and Resident members shall be determined by the Board of Directors after consideration of the annual budget of the next year. Honorary and Inactive members shall not be required to pay annual dues but may be assessed in accordance with a duly adopted resolution of the Board of Directors. Active members of the Association serving in the armed forces, stationed at military bases with the State of California, shall qualify for reduced annual dues, as shall be determined by the Board of Directors.

**Section 3.06-1. Dues and Assessments.** Dues shall be collected during the first quarter of each year. If a member fails to pay dues after repeated attempts by the association to collect, he/she shall be immediately notified that he/she will be dropped from membership in this Association thirty (30) days hence, unless payment is received.

**Section 3.06-2. Reinstatement.** A member whose membership has lapsed by reason of non-payment of dues or assessments may be reinstated by paying the amount in arrears. The Board of Directors may waive the requirements for payment of dues or assessments in arrears if it finds that unusual circumstances make that action advisable.

### **ARTICLE IV - OFFICERS COMPOSITION**

**Section 4.01.** The officers of this Association shall be a President, a President Elect, a First Vice President, a Second Vice President, a Secretary and a Treasurer. They should represent an even distribution of the northern and southern areas of the state so far as is practicable.

**Section 4.02.** No person shall be eligible for election as an officer of this Association unless he has been an Active member in good standing for two years.

#### **ELECTION PROCEDURE**

**Section 4.03. Nominations.** Nominations to any office for which election by the members is required by these Bylaws shall be made by the Nominations Committee. The Nominations Committee shall prepare and submit its slate of nominees to all such offices to the Secretary not less than seventy-five (75) days prior to the Annual Session. The Secretary shall forthwith circulate the slate to the membership. Further nominations may be accepted by the Secretary if received no less than forty-five (45) days prior to the Annual Session. Each of these nominations must have three supporting signatures of active CANS members, and written permission of the candidate for placement on the slate. Thirty (30) days prior to the Annual Session, ballots will be mailed to active members of CANS, and the candidate for each office receiving a plurality vote of active members by mail ballot, received by the Executive Secretary seventy-two (72) hours prior to the Annual Session, will be elected. In the event that a single nominee is proposed for any office, after the time for submittal of additional nominations has elapsed, a written ballot shall not be required for such office, and election shall be by a majority vote of active members present, during the Annual Session.

**Section 4.03-1.** There shall be no voting by proxy.

#### **TERMS OF OFFICE**

**Section 4.04.** The President Elect shall be elected for one year at the annual session, and at the conclusion of the next annual session shall assume the office of President and continue in the office of President until the expiration of the next succeeding annual session. The First Vice President and the Second Vice President shall be elected for one year. The Secretary and the Treasurer shall hold office for two years, elected on alternate years, with the term of office commencing at the close of the annual session when elected.

#### **LIMITATION OF TERMS**

**Section 4.05.** No member may be elected to serve twice as President or President Elect of this Association.

#### **DUTIES OF OFFICERS**

**Section 4.06.** The officers of this Association are charged and entrusted as follows:

**Section 4.06-1. President.** It shall be the duty of the President to counsel with all officers, directors, delegates, component societies, committees and members toward the best interests of the public and this Association; to attempt to further the aims and the activities of this Association to the fullest extent, and to perform such other services as custom, necessity and parliamentary usage require.

He/she shall appoint all committees, except as otherwise provided, and in addition to being a member and the presiding officer of the Board of Directors, he/she shall be an ex-officio member of all committees, except the Nominating Committee.

He/she may preside and officiate at all major functions of the annual session and shall deliver an annual address at the time arranged with the Committee on Program.

**Section 4.06-2. President Elect.** The President Elect shall familiarize himself/herself with the personnel and work of the various committees and of the Association in general; shall be ready to counsel with the President on matters affecting the future of this Association and shall otherwise prepare himself/herself for assuming the leadership of this Association at the proper time.

**Section 4.06-3. First Vice President and Second Vice President.** The First Vice President and Second Vice President shall assist the President in the performance of his/her duties; the First Vice President shall preside in his/her absence at the meetings of this Association or the Board of Directors and shall represent the President when requested at meetings, committee meetings, or other functions.

**Section 4.06-4. Secretary.** The Secretary shall supervise and handle secretarial material of this Association and shall act as corporate Secretary insofar as the execution of official documents or institution of official action is required. He/she shall perform other duties as are placed upon him/her by these Bylaws. He/she may request aid from an Executive Secretary as provided in these Bylaws. The Secretary shall act as Chairperson of the Membership Committee.

**Section 4.06-5. Treasurer.** The Treasurer shall demand and receive all funds due the Association, together with bequests and donations, and shall promptly deposit the same in one of the depositories thereof; he/she shall keep a proper and accurate record thereof; as well as of all funds disbursed by the Association. He/she shall open and maintain accounts of the Association; he/she shall invest and reinvest the funds of the Association in accordance with the directions of the Board of Directors and he/she shall keep proper and accurate records thereof. He/she shall subject his/her accounts to such examination or audit as the Board of Directors may order. He/she shall annually render an account of his/her work, and of the state of the funds in his/her hands, and make a report on the same and of his/her work as Treasurer to the Board of Directors and to the membership. He/she shall in writing also make such other reports as the Board of Directors may request. He/she shall pay out money of the Association only upon a check or draft as otherwise provided herein. The Treasurer shall act as Chairperson of the Finance Committee.

#### **VACANCIES**

**Section 4.07.** If for any reason an officer becomes unable or unwilling to perform the functions of his/her office, or moves from the State of California, such office shall be declared vacant. Vacancies in the office shall be filled in the following manner:

**Section 4.07-1. President.** The First Vice President shall take over the duties of the absent President until the President Elect assumes office at the customary time (next Annual Session). The Second Vice President will assume the duties of First Vice President.

**Section 4.07-2. President Elect.** The vacancy shall remain unfilled until the next annual session, at which time the Nominating Committee shall nominate a President and a President Elect, with election by the membership as provided by Section 4.03. The President shall appoint replacements to fill vacant committee assignments.

**Section 4.07-3. Vice President.** The Board of Directors, by a majority vote of the Directors holding office, shall elect a successor to fill the vacancy until regular election at the next annual session.

**Section 4.07-4. Secretary or Treasurer.** The Board of Directors, by a majority vote of the Directors holding office, shall elect a successor to fill the vacancy until regular election of new officers at the next annual session.

#### **IMPEACHMENT**

**Section 4.08.** Any officer, director, or other official of this Association may be impeached and removed from office upon the recommendation of the Board of Directors and/or a majority of those voting members in attendance at the annual session or a special meeting or by written ballot.

**Section 4.08-1. Charges and Hearing.** All charges of impeachment shall be directed to the Board of Directors, shall be made in writing, and shall be signed by at least ten Active members who thereby agree to substantiate their statements with proof. If the Board of Directors, after a diligent and careful investigation, finds just and sufficient cause for removal of a particular officer or director, it shall present its findings and recommendations at an annual session or special meeting to the Active members and shall give the accused written notice of its findings and recommendations at least 15 days prior to that annual session or special meeting. The Active members in attendance at that meeting shall then permit the accused to present evidence and witnesses in his behalf, and thereafter shall take final action.

## ARTICLE V - BOARD OF DIRECTORS

### COMPOSITION

**Section 5.01.** The Board of Directors shall consist of the President, the immediate two past Presidents, the First Vice President, the Second Vice President, the President Elect, the Secretary, the Treasurer and seven other members of whom three shall come from Northern California and four from Southern California.

### TERMS OF OFFICE

**Section 5.02.** The term of office of the seven Directors elected from the membership shall be for three years. At each of two consecutive annual sessions a Director from the North and a Director from the South shall be elected. At every third annual session two Directors shall be elected from the South and one from the North. No Director shall be eligible to serve for more than two consecutive terms. The terms of office of the other members of the Board of Directors shall be as provided in Section 4.04.

### VACANCIES

**Section 5.03.** When a vacancy occurs in the office of a Director of this Association, an Alternate Director shall be appointed within thirty (30) days by the Board of Directors from the same area represented by the former Director. The Alternate Director shall immediately assume the office for the unexpired term.

### PURPOSE

**Section 5.04.** The Board of Directors shall have general charge of all the business affairs of this Association in the interim between the annual sessions of the Association, unless a special meeting should be called. To this end, the Board of Directors, or the Executive Committee of the Board of Directors, may take any action not in conflict with a former action of the Association as may be necessary to meet previously unforeseen situations, and may exercise in such cases the full power of the Association; provided, that the Officers, the Board of Directors, or the Executive Committee, may not act to bind this Association in any way beyond the next session of the Association.

### GENERAL POWERS AND DUTIES

**Section 5.05.** The Board of Directors shall make studies concerning the practice of neurosurgery in this state, and shall have authority to adopt such methods of inquiry as may be deemed in the interest of the specialty of neurosurgery.

It shall encourage postgraduate and research work, and shall endeavor to have the results intelligently discussed and utilized.

**Section 5.05-1. Financial.** All monies of this Association received by the Board of Directors, or its authorized representatives, must be duly accounted for and paid to the Treasurer. The Board of Directors shall have the power to inspect and audit the accounts of the Treasurer, other officers, the committees or other officials of this Association at any time, and shall see that annual reports are made to the Association on all matters pertaining to the finances or expenditures of this Association.

**Section 5.05-2. Committees.** The Board of Directors shall have the power to create committees from its number, and to endow them with authority to act in the interim between meetings of the Board of Directors upon specific matters which would ordinarily require special meetings of the Board of Directors. These committees may be augmented by appointment of additional members of this Association who are not members of the Board of Directors.

### MEETINGS

**Section 5.06.** The Board of Directors shall meet on a regular basis as determined by the Board.

**Section 5.06-1. Presiding Officer.** The President shall serve as the presiding officer of the Board of Directors, except as otherwise provided in these Bylaws.

**Section 5.06-2. Quorum.** A majority of the members of the Board of Directors shall constitute a quorum.

**Section 5.06-3. Voting Members.** All members of the Board of Directors shall have the same voting privileges. Consultants to the Board shall not have a vote in the Association.

**Section 5.06-4. Additional Meetings.** Other meetings of the Board of Directors may be called at any time during the year by the President upon reasonable notice, or upon petition of three members of the Board of Directors.

**Section 5.06-5.** The Executive Secretary, if any, shall attend the meeting of the Executive Committee and the Board of Directors, but shall not have a vote. The Executive Secretary shall not attend meetings of the Board of Directors in Executive Session.

#### **TRAVEL EXPENSES**

**Section 5.07.** Except for meetings held in conjunction with the annual session of this Association, the members of the Board of Directors shall receive reimbursement of travel expenses incurred in attending meetings of the Board or of the Executive Committee. There may be reimbursement for other business expenses approved in advance by the Board or Directors.

## **ARTICLE VI - ANNUAL AND SPECIAL SESSION**

#### **ANNUAL SESSION**

**Section 6.01.** This Association shall hold an annual session at such time and place as has been fixed by the Board of Directors.

**Section 6.01-1. Notice.** Notice of such session shall be mailed by first class mail to each member not less than ten (10) nor more than ninety (90) days before the date of the session. The notice shall state the place, date and time of the session and the matters which the Board of Directors, at the time the notice is given, intends to present for action by the members. If less than one-third (1/3) of the voting members of the Association are in attendance at any session, only those matters, the general nature of which was given in notice, may be voted upon at that session.

**Section 6.01-2. Quorum.** The voting membership present at any annual session shall constitute a quorum for the transaction of business.

#### **RESOLUTIONS**

**Section 6.02.** All resolutions and similar actions issued to the public or to other organizations in the name of this Association shall be approved by the Board of Directors.

#### **SPECIAL SESSION**

**Section 6.03.** Special sessions shall be held at such time and place as shall be fixed by the Board of Directors. Notice of special sessions and the subject or subjects to be presented shall be mailed to each member of the Association by first class mail not less than ten (10) nor more than ninety (90) days before the date of the session.

**Section 6.03-1.** Special sessions called by the President or Board of Directors. Special sessions of the membership may be called by the President, upon approval of the Board of Directors, or by a majority vote of the Board of Directors.

**Section 6.03-2.** Special sessions called by members. Special sessions of the membership may be called by five percent or more of the members for any lawful purpose, upon written request to the President or Secretary. Upon receipt of such written request, the Board of Directors shall set the date of the special session for not less than thirty-five (35) nor more than ninety (90) days after the receipt of the request. Notice of the session shall be given within twenty (20) days after receipt of request. If such notice is not given within twenty (20) days, the person making the request for such special session may give notice to the membership.

## ARTICLE VII - COMMITTEES

### COMMITTEE COMPOSITION

**Section 7.01.** The Committees of this Association shall be composed of the members of this Association specially appointed by the President except as otherwise provided in these Bylaws.

### TERMS

**Section 7.02.** The terms of office of the Chairperson and members of the Committees shall be for the term for which the President appointing them was elected, unless otherwise provided in these Bylaws.

### PURPOSE

**Section 7.03.** It is the intention of the Association that Committees be formed for the purpose of more equitably allocating responsibilities within the Association, thereby stimulating the personal efforts of individual members on behalf of the Association. No function outside those authorized by these Bylaws may be undertaken by any Committee without approval of the Board of Directors. All Committees shall report directly to the Board of Directors and shall be directly responsible to the Board of Directors for the satisfactory performance of their delegated activities. Except as expressly provided herein, no committee shall act without the authority of the Board of Directors.

### REPORTS

**Section 7.04.** Committee chairpersons shall be responsible for giving notice of, providing agendas for and keeping minutes of each Committee meeting.

### EXPENSES

**Section 7.05.** Expenditures by Committees for activities or projects may be anticipated and included in the annual budget of the Association for presentation and approval of the Association by the Board of Directors. Other expenditures shall not be made, nor other obligations incurred without the consent and approval of the Board of Directors. Statements for approval of expenditures shall be certified by the chairperson of the various Committees and forwarded to the Treasurer for payment.

### STANDING COMMITTEES

**Section 7.06.** The Standing Committees continue from year to year. As soon as possible after assuming the duties of his/her office, the President shall appoint the Chairperson and members of each Standing Committee, giving due consideration to the recommendations of the Chairperson in selecting other members of each committee. The President may delegate an activity or activities of a Committee to a Sub-Committee. The Chairperson and members of such Sub-Committee shall be appointed by the President.

The Standing Committees of this Association are:

#### **Section 7.06-1. Executive Committee.**

**(a) Composition.** The Executive Committee of the Board of Directors shall be composed of the President, the President Elect, the First Vice President, the Second Vice President, the Secretary, the Treasurer, and the immediate Past President.

**(b) Meetings.** Meetings of the Executive Committee shall be held upon the call of the President. The President shall serve as presiding officer. Four members of the Executive Committee shall constitute a quorum.

**(c) Duties.** The Executive Committee of the Board of Directors shall have authority to act in the interim between meetings of the Board of Directors upon all matters which would ordinarily require approval by the Board of Directors, and which have not been delegated to other authority by these Bylaws.

**(d) Reports.** At each meeting of the Board of Directors the Executive Committee shall submit a detailed report of any activities of the Committee since the last meeting of the Board.

**Section 7.06-2. Nominating Committee.**

**(a) Composition.** The Nominating Committee shall consist of five members, including the President Elect, who shall act as Chairperson and be considered one member. Two non-Director members from Southern California and two non-Director members from Northern California shall be elected by the membership each year and may be re-elected one time.

**(b) Duties.** After soliciting the entire membership and all appropriate groups for recommendations, the Nominating Committee shall propose a slate of nominees of Officers, Directors, Delegates and Alternates, and Nominating Committee members for positions in which vacancies shall occur (See Sections 4.04, 5.02, 7.06-2, 8.05 and 8.06). The Nominating Committee shall present its slate of nominees to the Secretary not less than seventy-five (75) days prior to the annual session. The Secretary shall then circulate the slate to the membership with the notice of the annual session, as required in Section 6.01-1.

**Section 7.06-3. Bylaws Committee.**

**(a) Composition.** The Bylaws Committee shall consist of three members, including the President Elect who shall act as Chairperson and two members.

**(b) Duties.** It shall be the responsibility of the Bylaws Committee to periodically review the Bylaws to insure that they currently reflect the requirements of the Association and to consider and propose amendments to the Bylaws to the membership.

**Section 7.06-4. Membership Committee.**

**(a) Composition.** The Committee shall consist of five members including the Secretary of the Association, who shall act as Chairperson of the Committee.

**(b) Duties.** It shall be the responsibility of the Membership Committee to propose and initiate activities relating to the recruitment of new members, to review and investigate applicants for membership and to maintain a roster of neurological surgeons in the State of California, including non-members of the Association. The Committee shall investigate statewide requirements for neurological surgeons and establish and maintain a placement advisory service for neurological surgeons desiring to locate or relocate in California. It shall be informed of and shall advise the Board of Directors on group benefit opportunities available to the Association. The Committee shall monitor and be fully advised as to socioeconomic factors concerning the practice of neurological surgery. It shall assist members with respect to socioeconomic matters and shall report to the Board of Directors as to its activities in this regard. The Committee shall be responsible for establishing and maintaining programs in continuing medical education for the Association as required for continuing licensure and continuing certification and as may be deemed appropriate by the Committee. The Committee shall assist the Program Chairperson and the Local Arrangements Chairperson, appointed by the President, in the preparation and conduct of the Annual Session.

**Section 7.06-5. Finance Committee.**

**(a) Composition.** The Finance Committee shall consist of three members including the Treasurer of the Association, who shall act as Chairperson of the Committee.

**(b) Duties.** It shall be the responsibility of the Finance Committee to prepare a budget for approval of the Board of Directors prior to the fiscal year end, to prepare annual statements of dues payment status of members of the Association for the Board of Directors and to assist the Association's Treasurer and accountants and auditors in preparing annual financial reports.

**Section 7.06-6. Communications Committee**

There shall be a Communications Committee responsible for keeping the membership informed of activities of the association. This committee will be composed of two sub-committees:

#### **a. Editorial Committee**

(1) There shall be an Editorial Committee composed of three (3) to five (5) CANS Members, chosen by the Editor and approved by the Board. Editorial Committee Members shall serve staggered three (3) year terms; they may be reappointed.

(2) There shall be an Editor of a CANS Newsletter appointed by the Board of Directors at the time of the election of other officers and directors at the regular Annual Meeting of the Association. The Editor shall be chosen from among one (1) or more nominees selected by the Nominating Committee. The Editor shall serve a term of three (3) years and may be reappointed for one or more terms at the pleasure of the President and the Board of Directors.

(3) Any officer, director or Member may serve as the Editor or Editorial Board Member. The Editor, if not an officer or director, shall be an ex-officio member of the Board without vote.

(4) The Newsletter shall be published at least twice a year.

#### **b. E-Communications Committee**

A web site will be maintained and updated as needed to promote digital transfer of information among CANS members, the public, and others.

#### **Section 7.06-7. Long Range Planning Committee**

**a) Composition:** The Long Range Planning Committee shall consist of five members including the First Vice president who shall act as Chairperson and be considered one member. The other four members shall include the Chairperson of the Membership Committee, Past President, and two additional Board members as appointed by the President.

**b) Duties:** The Committee shall develop a long-range plan for CANS. It shall also focus on implementing such a plan.

#### **Section 7.06-08 Awards Committee**

##### **a) Composition.**

The Committee shall consist of three members with the Immediate Past president as chair and two additional past presidents.

##### **b) Duties**

The Awards Committee shall select the candidates for awards of the Association after reviewing nominations from the membership at large. Upon selection of a candidate, the Committee Chair will present the candidate for final consideration and approval by the Board of Directors. Alternative candidates can be suggested at the same time. The Board will vote, and by majority, will approve the recommended candidate. The committee is not obligated to submit a candidate for an award in any given year.

#### **SUB-COMMITTEES**

**Section 7.07.** The President may from time to time form and/or abolish such Sub-Committee as he deems appropriate. The Chairperson and members of each such Sub-Committee shall be appointed by the President. Sub-Committees shall function under the control of and will report to the Standing Committee under which they function.

#### **SPECIAL COMMITTEES**

**Section 7.08.** The President shall establish such Special Committees as he/she deems necessary. Special Committees shall be delegated functions which, to the fullest extent possible, do not conflict with the functions of any Standing Committee. The Special Committees shall consist of such number of members and shall meet at such intervals as shall be determined by the President. The Chairperson and Committee Members shall be appointed by the President. Wherever possible, the Chairperson of a Special Committee shall be a member of the Board of Directors.

## ARTICLE VIII – DELEGATES

### GENERALLY

**Section 8.01.** There shall be appointed by the current president, Delegates and Alternates to the Council of State Neurosurgical Societies of the American Association of Neurological Surgeons and the Congress of Neurological Surgeons.

**Section 8.02.** There shall be appointed by the current president, Delegates and Alternates to the House of Delegates of the California Medical Association.

### COMPOSITION

**Section 8.03. Council of State Neurosurgical Societies.** The number of Delegates and Alternates shall be determined by reference to Articles of Incorporation, Constitutions, Bylaws, Rules and Regulations of the Council of State Neurosurgical Societies and of its constituent societies. The chairperson of the delegation shall be the president of the California Association of Neurological Surgeons, who shall also be either a delegate, alternate, or ex-officio member of the delegation.

**Section 8.04. California Medical Association.** The number of Delegates and Alternates to the House of Delegates shall be determined by reference to the Constitution, Bylaws, Rules and Regulations of the California Medical Association.

To qualify as a Delegate or Alternate to the House of Delegates of the California Medical Association, a member shall additionally be, or have been one or more of:

- (a) A member of the Board of Directors of the California Association of Neurological Surgeons;
- (b) A chairperson of a committee of the Association;
- (c) A member of the Council of State Neurosurgical Societies of the American Association of Neurological Surgeons and the Congress of Neurological Surgeons;
- (d) Otherwise recognized by the membership, through his or her appointment, as a member knowledgeable and articulate in matters relating the Association to the California Medical Association.

### TERMS OF OFFICE; ELECTION

**Section 8.05. Council of State Neurosurgical Societies.** Delegates and Alternates shall be appointed for three (3) year terms. If a Delegate or Alternate is elected or appointed as an officer or chairperson of a committee or a subcommittee of the Council of State Neurosurgical Societies for a period which extends beyond the term of his/her office as a Delegate, his/her term may be extended for the term of his/her concomitant office or chairpersonship of a committee or subcommittee in the Joint Council of State Neurosurgical Societies.

The names and qualifications of those appointed shall be submitted to the Council of State Neurosurgical Societies of the American Association of Neurological Surgeons and the Congress of Neurological Surgeons

**Section 8.06. California Medical Association.** Delegates and Alternates shall be appointed for two (2) year terms.

## **DUTIES**

**Section 8.07.** The Delegates and Alternates to the Council of State Neurosurgical Societies and to the House of Delegates of the California Medical Association shall represent the interests of the Association. The Board of Directors of the Association shall inform the Delegates and Alternates concerning the policies of the Association. The Delegates and Alternates shall to the fullest extent possible carry out the policies of the Association.

## **REPORTS**

**Section 8.08.** The Chairperson of the delegation to the Council of State Neurosurgical Societies and the Delegate(s) to the House of Delegates of the California Medical Association shall submit written reports of their activities not less than thirty (30) days prior to each annual session of the Association. The President may also request reports to the membership at the annual session.

## **EXPENSES**

**Section 8.09.** Delegates may receive reimbursement of travel expenses incurred in attending meetings, as approved by the Board of Directors.

# **ARTICLE IX – CONDUCT**

## **MEMBERSHIP**

**Section 9.01.** The Board, in its sole discretion, may initiate disciplinary action to terminate the membership of any member, for professional misconduct or other conduct detrimental to the reputation and best interests of the Association. The Board shall afford such member a fair procedure, including notice of charges and opportunity to respond. The decision made as the result of such fair procedure shall be final and binding.

## **REMOVAL FROM OFFICE**

**Section 9.02.** An Officer, Director, Delegate, Alternate, or committee member who has engaged in serious misconduct or evidenced such lack of professional competence or character as to bring the Association into public disrepute, or as to significantly impair the ability to perform the duties of that office, may be removed therefrom by the Board or by a Committee appointed by the Board, after a fair procedure which affords notice of charges and the opportunity to respond. The decision to remove such member from office shall not impair any other right of membership, or disqualify such individual from future election or appointment. The right of any member to hold any office shall also be subject to all other terms and provisions of these Bylaws, and a member may be removed from any office in accordance with the terms of that member's appointment.

# **ARTICLE X - EXECUTIVE OFFICE**

## **LOCATION**

**Section 10.01.** The Association shall have an agent to receive service of process and shall also maintain an Executive Office. The Board of Directors may establish a permanent Executive Office, which may be at a location other than the medical office of the President.

## **EXECUTIVE SECRETARY**

**Section 10.02.** The Board of Directors may appoint an Executive Secretary who shall assist the Board and the Officers of the Association in the performance of their duties.

**Section 10.02-1. Duties.** The Executive Secretary shall act as general administrative officer and business manager of the Association; supervise and be responsible for the functions of the Executive Office of this Association and attend the annual session of this Association and the meetings of the Executive Committee and of the Board of Directors.

**Section 10.02-2. Report.** The Executive Secretary shall submit a report annually to the Board of Directors summarizing operations of the Executive Office for the prior year.

## **ARTICLE XI - FUNDS AND EXPENDITURES**

### **FUNDS**

**Section 11.01.** Funds of this Association shall be raised by an annual dues and assessments on each class of membership as provided elsewhere in these Bylaws. The amount of dues and assessments shall be established in the manner provided in these Bylaws. Funds may also be derived by voluntary contributions; from bequests, patents and copyrights; by income from this Association's publications and in any other manner approved by the Board of Directors.

**Section 11.02.** Funds may be appropriated by the Board of Directors to defray the expenses of this Association and for such other purposes as will promote the welfare of neurological surgery.

## **ARTICLE XII – SEAL**

The Association shall have an official seal which shall be maintained in the custody of the Executive Secretary and if there is no Executive Secretary, then in the custody of the President.

## **ARTICLE XIII - RULES OF ORDER**

The deliberations of this Association shall be governed by parliamentary usage as contained in the latest edition of Davis' Rules of Order when not in conflict with these bylaws.

## **ARTICLE XIV – REFERENDUM**

The Board of Directors may by a two-thirds vote of the members present and voting at a meeting thereof, order a general referendum of the membership of the Association on any question under consideration by the Board of Directors.

## **ARTICLE XV – AMENDMENTS**

**Section 15.01.** The bylaws may be proposed for amendment by the Bylaws Committee or the Board of Directors by majority vote or a petition submitted to the Secretary by no less than five percent (5%) of the voting members. The petition must specify the intent and nature and location of the proposed change. The Bylaws Committee shall be responsible for drafting the actual language of the bylaws in accordance with **Section 7.06-3.**

**Section 15.02.** Any proposal for amendment to the bylaws must first be posted electronically for no less than fifteen (15) days, by means determined by the Bylaws Committee, for membership review and comment. All comments received before the end of the fifteenth day shall be forwarded to the Secretary, who in turn shall forward it to the Bylaws Committee, which shall consider the comments received and make further changes to the proposed amendment as it deems warranted. The Committee shall submit the final proposed amendment(s) to the Secretary within fourteen (14) business days of the close of the comment period. The Bylaws Committee may submit a statement of analysis and recommendation for support or opposition of the

proposed amendment(s) to be included electronically with the ballot to the voting members. The statement(s) shall be reasonable in length, as appropriate for the nature and extent of the proposed amendments. The statement must be submitted to the Secretary no later than five days prior to the Secretary's submission of the matter to the members for a vote.

**Section 15.03.** Within ten (10) days of receiving the final proposed amendment(s), the Secretary shall forward it in form of a ballot to the voting membership for vote by an electronic means determined by the Bylaws Committee. The voting members shall have 30 days to vote on the proposed amendments and submit the completed ballots to the Secretary. Section 15.04. An amendment is adopted only after a vote of the voting membership wherein no less than twenty percent (20%) of the eligible membership votes on the amendment, and no less than 2/3 of that number approve the amendment.

**Section 15.04.** An amendment is adopted only after a vote of the voting membership wherein no less than twenty percent (20%) of the eligible membership votes on the amendment, and no less than 2/3 of the number approve the amendment

## **ARTICLE XVI - INDEMNITY**

### **RIGHT OF INDEMNITY**

**Section 16.01.** To the fullest extent permitted by law, this corporation shall indemnify its Directors, Officers, employees, and other persons described in Section 7237(a) of the California Corporations Code, including persons formerly occupying any such position, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any "proceeding", as that term is used in that Section, and including an action by or in the right of the corporation, by reason of the fact that the person is or was a person described in that Section. "Expenses," as used by this Bylaw, shall have the same meaning as in Section 7237(a) of the California Corporations Code.

### **APPROVAL OF INDEMNITY**

**Section 16.02.** On written request to the Board by any person seeking indemnification under Section 7237(b) or Section 7237(c) of the California Corporations Code, the Board shall promptly determine under Section 7237(e) of the California Corporations Code whether the applicable standard of conduct set forth in Section 7237(b) or Section 7237(c) has been met, and, if so, the Board shall authorize indemnification. If the Board cannot authorize indemnification because the number of Directors who are parties to the proceeding with respect to which indemnification is sought prevents the formation of a quorum of Directors who are not parties to that proceeding, the Board shall promptly call a meeting of members. At that meeting, the members shall determine under Section 7237(e) whether the applicable standard of conduct set forth in Section 7237(b) or Section 7237(c) has been met and, if so, the members present at the meeting in person or by proxy shall authorize indemnification.

### **ADVANCES OF EXPENSES**

**Section 16.03.** To the fullest extent permitted by law and except as otherwise determined by the Board in a specific instance, expenses incurred by a person seeking indemnification under Section 16.01 or 16.02 of these Bylaws in defending any proceeding covered by those Sections shall be advanced by the corporation before final disposition of the proceeding, on receipt by the corporation of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately determined that the person is entitled to be indemnified by the corporation for those expenses.

**INSURANCE**

**Section 16.04.** The corporation shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its Officers, Directors, employees, and other agents, against any liability asserted against or incurred by any Officer, Director, employee or agent in such capacity or arising out of the Officer's, Director's, employee's, or agent's status as such.

**ARTICLE XVII – ELECTRONIC VOTING**

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