



BYLAWS

California Association of Neurological Surgeons Amended January 2020

****(This version contains all the amendments accepted by the CANS membership prior to the Annual Meeting)

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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 power 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 nonprofit 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 nonprofit 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 therefore 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 twothirds 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, and Resident.

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.

Honorary Members shall not be granted any additional membership rights or benefits, however, they may serve on a committee and be a voting member of that committee. Honorary Members shall be exempt from all dues and assessments. They shall be known as "Honorary Members".

Section 3.03-2. Active. Active membership shall consist of physicians and surgeons who have a current and unrestricted license to practice medicine in the State of California and who by reason of training and experience are qualified to perform neurosurgery. The majority of their medical and surgical practice must be in the specialty of neurological surgery and performed within the State of California as defined in section 3.04. Active members shall be entitled to full privileges of this Association and shall be entitled to vote and hold any office or appointment. They shall be required to pay dues.

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 elected office or have a vote in the Association. They may, however, Chair or serve on a committee and be a voting member of that committee. They shall be required to pay dues.

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. Residents may opt out of membership in this Association if they choose. 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 elected office 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. They shall not be required to pay dues.

One resident member from Northern California and one from Southern of California shall be selected by the Awards Committee as per Section 7.06-9 and appointed by the President with consultation with the Board of Directors as needed, to serve as Resident Consultants to Board of Directors each year. An individual resident member may only serve one, one-year term as Resident Consultant to the 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 OR 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 for Censure, Suspension or Expulsion

- (a) Revocation or suspension of a member's license to practice medicine in the State of California.
- (b) Conviction in a court of law of a felony or an offense involving moral turpitude.
- (c) Conduct unbecoming a physician.
- (d) Failure to abide by the provisions of these Bylaws.
- (e) Violation of the standards of professional conduct approved by this Association.
- (f) Non-payment of dues or assessments of this Association.
- (g) Failure to self-report Medical Board of California actions or convictions discussed above under items (a) or (b) within 60 days shall result in immediate termination of membership and waive fair procedure rights under Article IX.

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 and Senior members shall be determined by the Board of Directors after consideration of the annual budget of the next year. Honorary and Resident members shall not be required to pay annual dues. Active members of the Association serving in the armed forces shall not be required to pay dues while serving on active duty.

Section 3.06-1. Dues and Assessments.

Annual membership dues will be collected during the first quarter (January – March) of each year. After two notifications of dues delinquency and failure to collect by the end of the second quarter of the year (April – June), said member will be notified on, or near, July 1 by certified mail that if dues payment is not received within 30 days of the date of notice, that he/she shall be dropped from membership. A late fee may be added to delinquent dues at the discretion of the Board of Directors.

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. If the amount in arrears is greater than two years, then re-application for membership in the society will be required. 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 the President, the President Elect, the Vice President, the Secretary, the Treasurer, and the Immediate Past President. 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 of the association in good standing for two years and held at least one elected position on the association Board of Directors.

TERMS OF OFFICE

Section 4.03 The President-Elect and the Vice President shall hold office 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. The President-Elect shall be elected for one year at the annual session, and at the conclusion of the next annual session shall automatically assume the office of President and continue in that office until the conclusion of the next annual session. All terms of office for officers will commence at the close of the annual session following the election.

LIMITATION OF TERMS

Section 4.04. No member shall serve more than one term as President of this Association.

No member shall serve more than two terms as President-Elect of this Association, and the second term shall only be allowed if as per choice of the President-Elect, the prior term as President-Elect did not lead to a term as President of this Association.

No member shall serve more than three terms in the office of Vice President, Secretary or Treasurer of this Association.

DUTIES OF OFFICERS

Section 4.05. The officers of this Association are charged and entrusted as follows:

Section 4.05-1 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.

The President shall appoint all standing committee members and Ad Hoc Committees, with consultation with the relevant Committee Chair and the Board of Directors as needed, except as otherwise provided. In addition to being a member and the presiding officer of the Board of Directors, the President shall be an ex-officio member of all committees, except the Nominating Committee.

The President shall preside and officiate at all major functions of the annual session and may deliver an annual address as coordinated with the Annual Meeting Committee.

Section 4.05-2. President Elect. The President Elect shall familiarize him/herself with the membership, purview 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 to assume the leadership of this Association at the proper time.

Section 4.05-3. Vice President. The Vice President shall assist the President in the performance of his/her duties; the Vice President shall preside in the absence of the President at the meetings of this Association or the Board of Directors and shall represent the President when requested at meetings, or other functions.

Section 4.05-4. 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 4.05-5. Treasurer. The Treasurer shall be responsible for demanding and receiving all funds due the Association, together with bequests and donations, and shall assure that such funds are promptly deposited 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 shall 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 shall request. He/she shall pay out money of the Association only by any legal tender means that allows a receipt documenting the transaction for audit purposes, or as otherwise provided herein. The Treasurer shall act as Chairperson of the Finance Committee. He/she may request assistance from the association Executive Secretary as provided in these bylaws.

VACANCIES

Section 4.6. 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 4.6-1. President. The Vice President shall take over the duties of the absent President until the President Elect assumes office at the customary time (next Annual Session).

Section 4.6-2. 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 5.02. The President shall appoint replacements to fill vacant committee assignments.

Section 4.6-3. 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 4.6-4. 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 4.07. 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 or electronic ballot..

Section 4.07-1. 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 review, 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 complying with quorum requirements to the voting 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 voting members in attendance at that meeting shall then permit the accused to present evidence and witnesses in his/her 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 Vice President, the President Elect, the Secretary, the Treasurer and eight other Directors-at-Large of whom four shall come from Northern California and four from Southern California. Consultants shall serve as members in an ex officio, non-voting, capacity in accordance with Section 5.03.

Section 5.01-1.

For the purpose of these bylaws Northern California will encompass California Medical Association (CMA) Districts 6-11 and Southern California will encompass CMA districts 1-5. The Tehachapi Mountains which run roughly west-to-east between Kern and Los Angeles Counties is the approximate geographical divisor (https://en.wikipedia.org/wiki/Tehachapi_Mountains). The goal is to place a boundary that roughly equalizes the number of physicians and neurosurgeons north of the designated border with the number south of the designated border. It is recognized that this border designation may need to be changed in future bylaws for the operational boundary to remain consistent with this intent.

ELECTION PROCEDURE

Section 5.02. Nominations. Nominations to any office for which election by the membership is required according to these bylaws, shall be made by the Nominating Committee. Request to submit names for nominations for elective office shall be circulated to the membership by the secretary at least 120 days prior to the Annual Session. The Nominating Committee shall prepare and submit its proposed Slate of Nominees for all such offices to the Secretary not less than 90 days prior to the Annual Session. The Secretary shall forthwith circulate the proposed Slate to the membership for information and a request for names of any additional candidates. Further nominations of eligible members submitted by the membership shall be accepted by the Nominating Committee if received no less than 45 days prior to the Annual Session. Each of these nominations by the membership must have three supporting signatures or electronic endorsements of voting members, and written permission of the candidate for placement on the Slate. Thirty (30) days prior to the Annual Session, the official ballots shall be electronically submitted by the Secretary to the voting members of this association. The candidate for each office receiving a majority vote of members voting by electronic mail ballot and received by the Secretary one week prior to the Annual Session shall be deemed elected.

Section 5.02-1 There shall be no voting by proxy.

CONSULTANTS

Section 5.03

Consultants to the Board of Directors shall be selected and appointed by the President, with consultation with the Board of Directors as needed, on the basis of experience, knowledge and expertise. They shall provide counsel to the President and the Board of Directors. From

time-to-time they may be asked to undertake specific tasks for the benefit of the Association. They serve on the Board of Directors for a one-year term as ex officio, non-voting, members. There are no term limits and they may, or may not, be re-appointed annually at the discretion of each new President. No more than eight (8) Consultants (excluding the two Resident Consultants) shall serve at any given time.

Section 5.03-1

Two Resident Consultants, one from North California and one from South California. Shall be selected annually by the Awards Committee. They serve on the Board of Directors for a one-year term as ex officio, non-voting, members. They shall provide counsel to the President and the Board of Directors regarding residency training issues and the impact of socio-economic issues as well as Association initiatives on residents in training and young neurosurgeons in California. Each resident shall only serve one, one-year term as a Resident Consultant to the Board of Directors during their residency training.

TERMS OF OFFICE

Section 5.04. The term of office of the eight Directors-at-Large elected from the membership shall be for two years. Terms of office shall be staggered so that two Directors from the North and Two Directors from the South shall be elected every-other-year. No Director shall be eligible to serve for more than three consecutive elected terms. The terms of office of the other members of the Board of Directors shall be as provided in Sections 4.04 and 4.05.

VACANCIES

Section 5.05 When a vacancy occurs in the office of a Director-at-Large of this Association, an Alternate Director-at-Large shall be appointed within thirty (30) days by the Board of Directors from the same area represented by the former Director. The Alternate Director-at-Large shall immediately assume the office for the unexpired term.

PURPOSE

Section 5.06 The Board of Directors acting in concert shall exercise executive powers and shall have policy making authority in this Association in accordance with these bylaws. The Board of Directors shall have general charge of all the business affairs of this Association. To this end, the Board of Directors may take any action not in conflict with the bylaws of this Association as may be necessary.

GENERAL POWERS AND DUTIES

Section 5.07-1. Financial. All monies of this Association received by the Board of Directors, or its authorized representatives, must be duly accounted for under the supervision of 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, including receipts and expenditures of this Association.

Section 5.05-2. Committees of the Board. 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 5.08. The Board of Directors shall meet on a regular basis, at least three (3) times per year at a place and time determined by the Board.

Section 5.08-1. Presiding Officer. The President shall serve as the presiding officer of the Board of Directors, except as otherwise provided in these Bylaws.

Section 5.08-2. Quorum. A majority of the voting members of the Board of Directors shall constitute a quorum.

Section 5.08-3. Voting Members. All members of the Board of Directors except Consultants and Resident Consultants shall have the same voting privileges. Consultants and Resident Consultants to the Board shall not have a vote on the Board of Directors when it comes to internal Association business, but may vote on the Association position on Council of State Neurosurgical Society Resolutions. There shall be no vote by proxy.

Section 5.08-4. 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.

TRAVEL EXPENSES

Section 5.09. 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 communicated electronically or 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.

Section 6.01-2. Quorum. The voting membership present at any annual session shall constitute a quorum for the transaction of business. If fewer than fifty (50) voting members of the Association are in attendance at any session, only those matters, the general nature of which was given in prior notice, may be voted upon at that session.

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 communicate electronically or by first class mail to each member of the Association 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 voting members for any lawful purpose, upon electronic or written request to the President or Secretary. Upon receipt of such 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. . It is expected that the President will consult with the Chair of each committee, as well as the Board of Directors as needed, for input in determining the final committee composition.

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 this 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 this Association. No function outside those authorized by these Bylaws shall 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.

Committees of the Board are endowed with special authority as outlined in Section 5.07-2.

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 shall be anticipated and included in the annual budget of this Association for presentation and approval 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 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 with input from the appointed Committee Chair as well as consultation with the Board of Directors, as needed.

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 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 who 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. Actions taken by the Executive Committee during the interim require approval by the Board of Directors at the next meeting.

(e) Executive Committee Actions. Actions taken by the Executive Committee during the interim require approval by the Board of Directors at their next meeting.

Section 7.06-2. Nominating Committee.

(a) Composition. The Nominating Committee shall consist of five members, including the Immediate Past President, who shall act as Chairperson and be considered one member. Two members from Southern California and two members from Northern California will be elected to serve two year staggered terms (One from each region elected every year) as put forward by the Nominating Committee. Members selected for the Nominating Committee must have previously served on the Board of Directors in a Regional Director, Elected Officer or Consultant position or have served as a member of a Standing Committee. Members currently holding an elected officer position and Resident Consultants to the Board of Directors are not eligible to serve on the Nominating Committee, but those serving as an ex officio, non-voting Board Consultant are eligible. Nominating committee members may be re-elected for a total of three terms maximum, but not more than two consecutive terms.

(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 at Large, and Nominating Committee members for positions in which vacancies shall occur (See Sections 4.03, 5.04, 8.05 and 8.06). The Nominating Committee shall follow the procedure outlined in Section 5.02. The Secretary shall circulate the slate to the membership with the notice of the annual session, as required in Sections 5.02 and 6.01-1.

Section 7.06-3. Bylaws Committee.

(a) Composition. The Bylaws Committee shall consist of five members, including the President Elect who shall act as Chairperson and four 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 this 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 this Association

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. Publications Committee

There shall be a Publications Committee composed of three (3) to five (5) CANS Members, chosen by the Editor of the Newsletter and approved by the Board. The Editor of the newsletter will Chair this committee. Publication Committee Members shall serve staggered three (3) year terms; they may be reappointed without term limits.

There shall be an Editor of a CANS Newsletter appointed by the President with consultation with the Board of Directors as needed. 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.

Any Member may serve as the Editor or as a Publications Committee member. Unless the Editor, is already a member of the Board of Directors, they shall serve as an ex officio, non-voting member of the Board of Directors not included in the "Consultant" Board membership limitation (n=8). The Newsletter shall be published periodically.

Section 7.06-7 Website Committee

- (1) There shall be a Website Committee composed of one (1) to three (3) CANS members appointed by the President with input from the Website Committee Chair and the Board of Directors as needed. Website Committee Members shall serve staggered three (3) year terms. They may be re-appointed without term limits
- (2) There shall be a Website Committee Chair appointed by the President with consultation with the Board of Directors as needed. The Website Chair shall serve a term of two (2) years and may be re-appointed for one or more terms at the pleasure of the President and the Board of Directors.
- (3) Any Member may serve as the Website Chair or as a Website Committee member. Unless the Editor, is already a member of the Board of Directors, they shall serve as an ex officio, non-voting member of the Board of Directors not included in the "Consultant" Board membership limitation (n=8).
- (4) The website will be reviewed for currency and accuracy immediately after the Annual Session and then at least quarterly thereafter. Changes and updates will be made as needed. The Website Committee Chair will work with the Treasurer to establish an annual budget funding level for managing the website as needed, which will be incorporated into the annual Association budget by the Treasurer once approved.
- (5) Incurring costs for day-to-day management of the website by an outside organization, or funding of a specific one-time website project/update through use of an outside organization must be approved by the Board of Directors and monitored by, and managed through, the Treasurer

Section 7.06-8. Long Range Planning Committee

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

b) Duties: The Committee shall develop a written long-range strategic plan for this association which shall be reviewed periodically, but no less frequently than every five (5) years. It shall also focus on implementing such a plan by facilitating a long-range strategic plan meeting/retreat including the entire Board of Directors to be held at least once every five (5) years.

Section 7.06-09 Awards Committee

a) Composition. The Committee shall consist of three members with the Immediate Past President as chair and two additional past presidents appointed by the President.

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 Chairperson shall present the candidate for final consideration and approval by the Board of Directors. Alternative candidates can be suggested at the same time. The Board shall approve the recommended candidate by majority vote. The committee is not obligated to submit a candidate for an award in any given year.

c) Byron Cone Pevehouse Distinguished Service Award.

This award is conferred upon a neurosurgeon in California who has served both the community of neurosurgery and medicine in general in an extraordinary effective and distinguished manner.

Criteria for selection of the recipient shall include, but not necessarily be limited to one or more of the following:

1. Accomplishments in scientific and clinical neurological surgery;
2. Contributions to organized medicine, representing the interests of neurosurgery;
3. An exceptional presence in societal, cultural or intellectual pursuits reflecting well upon both the individual recipient and neurosurgery in general;
4. Selfless humanitarian efforts directed toward the poor and underserved in the United States of America and/or foreign countries.

The Award shall generally be conferred upon neurosurgeons who have completed their professional careers but shall not necessarily be so limited. Recipients shall retain all rights & privileges they enjoyed before award was bestowed including voting rights of active members. They may not hold elective office but may serve as consultants and committee members with vote in committee. They shall be exempt from all dues and assessments and be referred to as "Distinguished Members".

Section 7.06-10 Annual Meeting Committee

- a) **Composition.** The committee shall be Chaired by the President Elect and consist of three (3) to five (5) members. The committee will be formed after the Annual Session electing the President Elect and shall work over a two-year time schedule to help plan the meeting to be chaired by the President-Elect when they are serving as President. The Immediate Past President and the Treasurer shall serve as two of the committee members with the remaining 0-2 members appointed by the President-Elect.
- b) **Overlapping Committees.** It is understood that since the term of this committee is two years in advance of any Annual Session that two committees will overlap for one year at a time. Each Annual Meeting Committee will be designated by the year of its planned Annual Session (e.g. Annual Meeting Committee 2030, etc.)
- c) **Duties.** Each committee shall have three main functions:
 - (1) Program for the annual meeting for the year they are responsible. The Annual Meeting Committee shall develop a program for the Session. This program will be consistent with the purpose and goals of this association.
 - (2) Site selection. The committee shall determine a suitable site for the annual session for the year they are responsible for working on a two-year time schedule to hopefully have the site selected and contracted by the time of the Annual Session preceding the Annual Session being planned.
 - (3) Financing. The committee shall work with the Treasurer to insure that a viable financial plan is in place for the year they are responsible for, including registration fees, unrestricted grants, and vendor support to insure that the meeting will not lead to undue financial strain on the association.

AD HOC COMMITTEES

Section 7.07. The President shall establish Special Ad Hoc Committees as deemed necessary. Ad Hoc Committees shall be delegated functions which, to the fullest extent possible, do not conflict with the functions of any Standing Committee. Ad Hoc 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 with input from the Committee Chair and consultation with the Board of Directors as needed. Since they are not standing committees within the association, Ad Hoc Committees will automatically expire with the end of the appointing President's term unless renewed by the incoming President.

ARTICLE VIII – DELEGATES

INTRODUCTION

Section 8.01. Delegates and Alternates from this Association to the Council of State Neurosurgical Societies of the American Association of Neurological Surgeons and the Congress of Neurological Surgeons shall be appointed by the President in consultation with the Board of Directors as needed.

Section 8.02. Delegates and Alternates to the House of Delegates of the California Medical Association shall be appointed by the President in consultation with the Board of Directors as needed.

COMPOSITION

Section 8.03. Council of State Neurosurgical Societies (CSNS). The number of Delegates and Alternates shall be determined by reference to the Rules and Regulations of the Council of State Neurosurgical Societies. The chairperson of the delegation shall be the president of this Association unless specifically delegated to another Association CSNS delegate.

Section 8.04. California Medical Association. The number and qualifications 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. All Delegates and Alternates will be members in good standing 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 this Association;
- (b) A chairperson of a committee of this Association;
- (c) A Delegate or Alternate from this Association to the Council of State Neurosurgical Societies of the American Association of Neurological Surgeons and the Congress of Neurological Surgeons;

(d) Otherwise recognized as a member knowledgeable and articulate to matters pertinent to this Association and 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. The names and qualifications of those appointed shall be submitted to the California Medical Association.

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 this Association. The Board of Directors of this Association shall inform the Delegates and Alternates about the policies of this Association. The Delegates and Alternates shall to the fullest extent possible carry out the policies of this 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 reports of their activities not less than thirty (30) days after each Council of State Neurosurgical Society Meeting to the President, the Editor of the association newsletter and the association Website Manager. The President may also request reports to the membership at the annual session.

EXPENSES

Section 8.09. Delegates and alternates 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 of Directors, in its sole discretion, may initiate disciplinary action to terminate the membership of any member, for unprofessional conduct or other conduct detrimental to the reputation and best interests of this 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 of Directors 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. This 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, unrestricted grants, patents and copyrights; by income from this Association's Annual Session, 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 that 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 The Standard Code of Parliamentary Procedure when not in conflict with these bylaws.

ARTICLE XIV – AMENDMENTS

Section 14.01. 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 14.02. 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 14.03. 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 14.04. 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.

ARTICLE XVI - INDEMNITY

RIGHT OF INDEMNITY

Section 15.01. To the fullest extent permitted by law, this Association, a California not-for-profit corporation, shall indemnify members of its Board of 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 15.02. 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 of Directors 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 of Directors shall authorize indemnification. If the Board of Directors 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 of Directors 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 15.03. To the fullest extent permitted by law and except as otherwise determined by the Board of Directors in a specific instance, expenses incurred by a person seeking indemnification under Section 15.01 or 15.02 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 15.04. The corporation shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its Officers, Board of Directors, employees, and other agents, against any liability asserted against or incurred by any Officer, member of the Board of Directors, employee or agent in such capacity or arising out of the Officer's, member of the Board of Directors, 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.