

BYLAWS OF THE AMERICAN ASSOCIATION OF NEUROLOGICAL SURGEONS

FOREWORD

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

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

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

The following pages present the most current version of the Bylaws of the American Association of Neurological Surgeons, and the Bylaws of the American Association of Neurosurgeons.

BYLAWS

AMERICAN ASSOCIATION OF NEUROLOGICAL SURGEONS

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

Approved by Membership, February 2023

**AMERICAN ASSOCIATION OF NEUROLOGICAL SURGEONS
BYLAWS**

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AMERICAN ASSOCIATION OF NEUROLOGICAL SURGEONS BYLAWS

ARTICLE I — NAME, PURPOSES, AND PRINCIPLES

Section 1 – Name of the Organization

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

Section 2 – Purposes and Principles

The purpose of the AANS shall be to promote the highest quality of patient care and to advance the specialty of neurological surgery through: education of neurological surgeons, other health care professionals and the public; support of basic and clinical research in neurosurgery; effective communication with Members, other professionals and the public; and promotion of leadership, professionalism and integrity within the field of neurological surgery.

Section 3 – Tax Status of the Organization

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

Section 4 – Income Not to Benefit Individuals

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

Section 5 – Distribution of Income Upon Dissolution of Organization

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

ARTICLE II — MEMBERSHIP, RESIGNATIONS AND PROFESSIONAL CONDUCT COMMITTEE

Section 1 – Membership

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

Section 2 – Application, Election and Category of Membership

The process for application and election to membership shall be governed by the policy subscribed by the Board of Directors and as outlined in the AANS Rules & Regulations. All members of the AANS shall automatically be considered members of the same category of the Association.

The members elected to the AANS shall be divided into twelve categories:

- A. Fellow
- B. Provisional/Provisional Affiliate
- C. Affiliate
- D. International
- E. Lifetime
- F. Candidate
- G. International Candidate
- H. Honorary
- I. Associate
- J. Advanced Practice Provider
- K. Allied
- L. Medical Student

It shall be the duty of the Board of Directors to act on the recommendations of the Membership Committee with respect to applications for membership. The decision of the Board of Directors shall be final.

A. Fellow. Fellows shall be neurological surgeons who have been certified by the American Board of Neurological Surgery or who are Certificants of the Royal College of Physicians and Surgeons (Neurosurgery) of Canada or the Mexican Council of Neurological Surgery, A.C., of the United Mexican States, and are residents of the United States of America, its Territories, Canada, or the United Mexican States, at the time of election to membership, who give proof of good professional standing, and who hold unrestricted licenses to practice medicine in the United States of America, its Territories, or one of the Provinces of Canada or the United Mexican States, and who are actively engaged in the practice of neurological surgery, unless by unanimous vote of the Board a specific exception to this rule be deemed advisable.

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

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

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

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

Provisional and Provisional (Affiliate) Membership shall be terminated when an individual is no longer "board eligible," unless granted an extension by the Board of Directors.

C. Affiliate. Affiliate Members shall be neurosurgeons who reside in the United States of America, its Territories, Canada, or the United Mexican States but do not qualify as a Fellow of the AANS because they are not certified by the American Board of Neurological Surgery, the Royal College of Physicians and Surgeons (Neurosurgery) of Canada or the Mexican Council of Neurosurgery, A.C.

Affiliate Members must have completed a formal neurosurgical training program as determined by, and suitable to, the Board of Directors and includes DOs certified in neurosurgery by the American Board of Osteopathic Surgery and internationally trained neurosurgeons residing, licensed and practicing full

time in the North America. Individuals applying for Affiliate Membership must demonstrate that they are in good professional standing, hold unrestricted licenses to practice medicine in the United States of America, its Territories, the Provinces of Canada or the United Mexican States, and are actively engaged in the exclusive practice of neurosurgery.

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

D. International. International Members are neurosurgeons who reside, or primarily practice, outside of North America. They must have been trained in a verifiable neurosurgical training program. To remain an AANS Member, International Members must provide proof of board certification within five years following completion of residency in countries where board certification is available. Individuals applying for International Membership must reside outside of the US or Canada at the time of application.

E. Lifetime. Lifetime Members shall have been Members for at least 20 years and have permanently and fully retired from the clinical practice of neurosurgery or be medically incapacitated from practice.

Lifetime Members who are permanently and fully retired from operative neurosurgery need not maintain current medical licensure or participate in Maintenance of Certification.

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

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

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

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

G. International Candidate. International Candidate Members shall be residents or fellows who are enrolled in a verifiable non-North American neurosurgical training program. Upon application, the individual must submit a verifiable program completion date. Without a verifiable completion date, eligibility for this membership category is limited to five years maximum.

H. Honorary. Honorary Members shall be chosen from recognized leaders in the field of neurological sciences. Honorary Membership is bestowed upon the recipient by the AANS as described in “The Rules and Regulations of the Board of Directors of the American Association of neurological Surgeons (AANS)”.

I. Associate. Associate Members shall be non-neurosurgeon DOs, MDs or PhDs who are residents of the United States of America, its Territories, Canada or the United Mexican States at the time of election to membership. An Associate Member should participate in research, surgical innovation, clinical neurosurgical practice or teaching in a related field.

J. Advanced Practice Provider (APP). APP Members shall be nurses, nurse practitioners or physician assistants, who are residents of the United States of America, its Territories, Canada, or the United Mexican States at the time of election to Membership.

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

- (1) Administrative contributions to the practice of neurosurgery; or

- (2) Certified Surgical Technologists who are certified by the Liaison Council on Certification for the Surgical Technologist with advanced certification in neurological surgery.

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

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

Section 3 – Resignations

Resignations shall be submitted in writing to the Secretary to be acted upon by the Board of Directors. If a member resigns after notification in writing that an investigation as described in Article II, Section 4 is being considered, the Board of Directors may, at its discretion, delay or refuse acceptance of the resignation and proceed with the investigation as set forth in Article II, Section 4. If the Board accepts the resignation, the procedures will be designated “Resignation of member accepted while under investigation” and the investigation will terminate. The member may request in writing to the Secretary that the investigation continue, in which case the member will be allowed to participate in the investigation even though the member has resigned. If the charges are not sustained, the category will be changed from “Resignation of member accepted while under investigation” to “Resignation.” Should the charges be sustained, the category of resignation will remain unchanged. Suspended Members are still subject to disciplinary proceedings under these Bylaws.

Section 4 – Suspension/Expulsion/Censure

1. The Board of Directors shall have the power to suspend or expel any Member who fails to pay dues; who misses five consecutive annual meetings of the Association without written excuse acceptable to the Board of Directors; who fails to meet CME documentation requirements; who no longer possesses the qualifications necessary for membership, or who is convicted of a felony involving moral

turpitude, and for other reasons as herein provided.

Any Fellow or Lifetime Member of the AANS in good standing may proffer charges alleging that a Member has failed to maintain good professional standing. Failure to maintain good professional standing may be evidenced by, but not restricted to, a violation of the AANS' Code of Ethics as amended from time to time, a violation of the Rules for Neurosurgical Medical/Legal Expert Opinion Services, as amended from time to time, engaging in conduct that is illegal, or engaging in such other conduct that is deemed to be unprofessional by the AANS. Such charges may be made against any class of Member. All charges shall be in writing and shall specify the basis therefore. These charges shall be delivered to the Secretary or the AANS's legal counsel, who shall forward a copy to the Professional Conduct Committee, which shall process the charges in accordance with such reasonable procedural guidelines as it may adopt.

The Board may, at its sole discretion or upon recommendation of the Chair of the Professional Conduct Committee, dismiss proffered charges at any time if the complainant violates the Procedural Guidelines or discipline a respondent for any improper ex parte communication in violation of the Procedural Guidelines. In addition, the Board may, at its sole discretion or upon recommendation of the Professional Conduct Committee, privately admonish either party for any violation of the Procedural Guidelines or other unprofessional conduct pertaining to the proffered charges that does not warrant disciplinary action as set forth herein. Such admonishment shall not constitute disciplinary action.

The Professional Conduct Committee shall call on the members who bring the charges for such information, witnesses, evidence, etc., as may be necessary to determine whether a hearing on the charges is warranted, and shall give the respondent an opportunity to respond in writing before such a decision is made. No disciplinary action shall be taken or recommended against any member without giving the member the opportunity for a hearing. The respondent may conduct a self-defense or shall be entitled to select counsel, and shall be allowed to secure, at his or her own expense, through the use of a certified court reporter, a transcript of the hearing of his or her case by the Professional Conduct Committee. The respondent may waive participation in the hearing. If the respondent has not indicated in writing his/her intent to be present personally or by representative by thirty (30) days before the scheduled hearing, he/she shall be deemed to have

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

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

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

The respondent and any complainant whose proffered charges have been recommended for dismissal for violation of the Procedural Guidelines or who is responsible for demand hearing costs shall be notified in writing, of the date of the meeting in which the recommendations of the Professional Conduct Committee will be made. At that meeting such Member shall be given an opportunity to make any statement he/she desires before action is taken on the recommendations of the Professional Conduct Committee by the Board of Directors. The Chair of the Professional Conduct Committee shall also make a statement and explain and define findings of the Committee, but there shall be no examination of witnesses or introduction of further evidence before the Board of Directors.

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

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

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

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

ARTICLE III — RIGHTS AND OBLIGATIONS OF MEMBERSHIP

- A. Dues for Members shall be as follows:
 - 1. Dues for each classification of membership shall be determined by the Board of Directors.
 - 2. The Board of Directors shall have the right to impose general or special assessments.
 - 3. The Board of Directors shall have the right to reduce dues or to exempt Members from payment of dues on the basis of illness, undue hardship, or for other acceptable reasons. Members in the Military on Active Duty are exempt from Membership fees.
- B. Continuing Medical Education (CME) Requirements
 - 1. FAANS and Provisional members only must meet the CME requirements as outlined in the AANS Rules and Regulations.
- C. Voting, Holding Office
 - 1. Only Fellows, Provisional, and Lifetime Members may vote.
 - 2. Only Fellows may hold office.

D. Committees. All categories of membership may serve on committees.

E. Member's Address of Record. It is the member's responsibility to provide AANS with current contact information. Any notification required under these bylaws is deemed completed upon sending information to the Member's electronic or mailing Address of Record.

ARTICLE IV — BOARD OF DIRECTORS

Section 1 – Management of the Association

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

Section 2 – Board Composition

The Board of Directors shall consist of the five Elected Officers (President, President-Elect, Vice President, Secretary, and Treasurer), the Past President, six Directors-at-Large, four Regional Directors, each of whom shall represent one of the four regions defined by the Council of State Neurosurgical Societies, and as non-voting *ex officio* Members, the Chair of the Neurosurgical Research and Education Foundation, the Chair of the NeuroPoint Alliance, the Journal of Neurosurgery Editor in Chief, and the Young Neurosurgeons Committee Chair. The five Officers, the six Directors-at-Large, and the four Regional Directors shall be nominated (as provided in Article VIII) and then elected by the Members of the AANS at the Annual Business Meeting.

Section 3 – Election of Board Members

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

Section 4 – Vacancies

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

Section 5 – Regular Meetings

The Board of Directors shall meet at least on an annual basis.. All meetings of the Board of Directors shall be held at a time and place designated by the President. A

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

Section 6 – Special Meetings

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

ARTICLE V— ELECTED AND APPOINTED OFFICERS

Section 1 – Positions and Terms of Officers

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

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

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

Section 3 – Officer Vacancies

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

Section 4 – Committees of the Board

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

A. Executive Committee. The Executive Committee shall be composed of the President, President-Elect, Vice President, Secretary, Treasurer, Immediate Past President and as non-voting *ex officio* Members, the Chair of the Neurosurgical Research and Education Foundation, the Chair of the NeuroPoint Alliance and the Journal of Neurosurgery Editor in Chief.

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

of the Executive Committee may be ratified or rescinded by the Board of Directors.

B. Finance Committee. The Finance Committee shall be composed of ten voting Members as set forth in the AANS Rules & Regulations. They shall be the Treasurer (as Chair), five Fellow Members of the Association and up to four additional voting Members who will be appointed by the President-Elect for one to three-year terms. Two of the four voting Members shall be Regional Directors. Additional ex- officio Members can be appointed to the Finance Committee at the President Elect’s discretion, for one to three-year terms.

It shall be the duty of the Finance Committee, each year, to prepare a detailed Proposed Budget of the AANS, and present it to the Board of Directors, monitor revenues and expenses so as to ensure adherence to the Approved Budget, and report to the Board of Directors and/or the Executive Committee.

C. Strategic Planning Committee. The Strategic Planning Committee shall be composed of the President-Elect (as chair), the Young Neurosurgeons Committee Chair, five Fellow Members of the Association and up to four additional members as Voting Members who will be appointed by the President-Elect for one to three-year renewable terms. Two of the four voting Members shall be Regional Directors. Additional ex-officio Members can be appointed to the Strategic Planning Committee at the President Elect’s discretion, for one to three-year renewable terms.

It shall be the duty of the Strategic Planning Committee to engage in developing the AANS Strategic Plan, confirming the strategic vision for the organization and direction setting. The Strategic Planning Committee shall monitor the implementation to maintain an ongoing evaluation of the AANS Strategic Plan; report progress on the Strategic Plan to the AANS Board of Directors and/or Executive Committee.

Section 5 – Appointed Officers

There shall be the following Appointed Officers:

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

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

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

ARTICLE VI— DUTIES OF OFFICERS

Section 1 – President

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

Section 2 – President Elect

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

Section 3 – Vice President

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

If the position of President is vacated, then the Vice President shall preside and assume the usual duties of the President for the remainder of the President’s unexpired term of office. A vacancy in the Vice President position shall be filled as prescribed in Article VIII, Section 5.

Section 4 – Secretary

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

Section 5 – Treasurer

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

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

Section 1 – Composition of Nominating Committee

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

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

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

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

Each call for nomination suggestions will define what offices will become vacant and provide a list of specific criteria and guidelines required for each office. This list will be developed by the Nominating Committee, with the guidance and recommendations of the Strategic Planning Committee.

Each of the bodies set forth above may submit up to three suggestions for each Officer, Director-at-Large, and/or Nominating Committee member to be nominated; each

name must be accompanied by a written statement of that individual's qualification for office, as defined in the criteria and guidelines provided by the Nominating Committee.

Section 2 – Selection of Slate of Candidates

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

The Nominating Committee will report its slate to the Membership in accordance with the Bylaws, not less than ninety (90) days prior to the Annual Business Meeting, to allow time for review and response. Experience in AANS leadership, as defined in the Rules & Regulations, is required to be nominated for President, President-Elect, Vice President, Secretary and Treasurer.

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

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

Section 3 – Election of Candidates

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

When there is more than one nominee for any vacant office, the Nominating Committee shall require an executive summary of their *curriculum vitae* from each candidate who is opposed, which shall not exceed 10-15 pages in length. Copies of each executive summary shall be sent with the voting instructions to the entire voting Membership via email, not less than forty-five (45) days prior to the Annual Business Meeting. The election shall be by secret online ballot. The nominee for each position receiving a majority of the votes cast shall be elected.

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

Section 4 – Officer Transition

Officers, Directors, and Nominating Committee Members shall take office at the close of the Annual Scientific Meeting of the Association at which they have been elected. Officers, Directors, and Nominating Committee members shall serve until the term of office is completed or until a successor is elected.

Section 5 – Vacancies

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

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

ARTICLE VIII— COMMITTEES, APPOINTMENTS AND SECTIONS

Section 1 – Designations of Committees and Appointments

There shall be Standing, Joint, and Special Committees of the AANS. The members of the Standing, Joint and Special Committees of the AANS shall serve as the member of the corresponding committees of the Association. Replacements for expiring terms of chairpersons and committee Members shall be selected by the President-Elect for appointment commencing during the upcoming presidential year. Further, the President or Board of Directors, unless otherwise specified, shall make all other appointments.

Section 2 – Standing Committees

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

Unless specifically stated otherwise, each named Standing Committee shall be composed of at least three Members and each Member shall have a term of three years.

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

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

C. Nominating Committee. See Article VII.

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

Section 3 – Joint Committees

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

Section 4 – Special Committees

Special or Ad Hoc Committees for other specific purposes may be established by the President or the Board of Directors when they are deemed necessary. Such Committees may be composed of as many members as the President, or the Board of Directors determines. The term of membership on Special Committees will be not more than three years. A member of a Special Committee may serve more than three years only if reappointed by the President or the Board of Directors.

Section 5 – Appointments to Committees

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

Section 6 – Council of State Neurosurgical Societies (CSNS)

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

A. The CSNS will be comprised of both selected delegates from the State Neurosurgical Societies and of members appointed by the President of the AANS and the CNS.

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

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

Section 7 – Sections or Joint Sections

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

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

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

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

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

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

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

A Section or Joint Section may not join with any other organization without prior consent of the Board of Directors. Section may not endorse a product, service, or other organization without prior consent of the Board of Directors.

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

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

ARTICLE IX — THE FISCAL YEAR OF THE AANS

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

ARTICLE X— INDEMNIFICATION

The AANS shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative (other than an action by or in the right of the AANS) by reason of the fact that the person is or was a director, officer, employee, or agent of the AANS, or committee member of the AANS acting on behalf of the AANS, or who is or was serving at the request of the AANS as director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorney’s fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by the person in

accordance with such action, suit, or proceeding, if the person acted in good faith and in a manner which the person reasonably believed to be in, or not opposed to, the best interest of the AANS, and, with respect to any criminal action or proceeding, had no reasonable cause to believe said conduct was unlawful.

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

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

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

ARTICLE XI— AMENDMENTS

Section 1 – Amendment Procedures
Amendments to these Bylaws may be proposed at any time by the Board of Directors or by at least four (4%) of voting Members in good standing. Proposed amendments shall be sent to the entire voting membership electronically. The voting membership shall have not less than thirty (30) days to review the proposed amendments and provide comments. The

AANS President shall issue a written response to all comments received from the voting membership within thirty (30) days. Ballots shall be distributed to the voting membership with the AANS President's response. Voting shall remain open for a period of thirty (30) days. The affirmative vote of two-thirds of the members submitting votes is required for adoption of an amendment.

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

Section 2 – Adoption Requirements

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

Section 3 – Non-substantive Amendments

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

ARTICLE XII— ANNUAL BUSINESS MEETING

Section 1 – Annual Business Meeting

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

Section 2 – Quorum

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

Section 3 – Ballot Procedures

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

Section 4 – Governance of Meetings

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

ARTICLE XIII — ELECTRONIC VOTING

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

BYLAWS

AMERICAN ASSOCIATION OF NEUROSURGEONS

Organized under Section 501(c)(3)
of the Internal Revenue Code

Approved by Membership February 2023

**AMERICAN ASSOCIATION OF NEUROSURGEONS
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AMERICAN ASSOCIATION OF NEUROSURGEONS BYLAWS

ARTICLE I — NAME, PURPOSES, AND PRINCIPLES

Section 1 – Name

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

Section 2 – Purposes and Principles

The purpose of the Association shall be to promote the highest quality of patient care and to advance the specialty of neurological surgery through: education of neurological surgeons, other health care professionals and the public; support of basic and clinical research in neurosurgery; effective communications with Members, other professionals and the public; and promotion of leadership, professionalism and integrity within the field of neurological surgery.

Section 3 – Tax Status of the Organization

Notwithstanding any other provisions of these Bylaws, the Association shall not carry on any activities not permitted to be carried on by an entity exempt from federal income taxes under Section 501(c)(3) of the Internal Revenue Code.

Section 4 – Deposition of Income

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

Section 5 – Distribution of Income Upon Dissolution of Organization.

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

ARTICLE II— MEMBERSHIP

Section 1 – Membership

All Members of the AANS shall be considered Members of the Association. The process for application, election, resignation, and actions by the Professional Conduct Committee shall be the same for the AANS and the Association.

Section 2 – Category of Membership

All categories and requirements of Membership in the Association shall be the same as those of the AANS and a Member elected to a category in the AANS shall be elected to the same category in the Association.

Section 3 – Suspension/Expulsion/Censure

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

ARTICLE III — RIGHTS AND OBLIGATIONS OF MEMBERSHIP

All rights and obligations of membership shall be the same for both the AANS and the Association.

ARTICLE IV— BOARD OF DIRECTORS

Section 1 – Management of the Association

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

Section 2 – Board Composition

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

Section 3 – Vacancies

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

Section 4 – Regular Meetings

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

Section 5 – Special Meetings

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

ARTICLE V — ELECTED OFFICERS

Section 1– Elected Officers

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

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

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

Section 3 – Officer Vacancies

Vacancies among the Officers shall be filled as prescribed in the Bylaws of the AANS.

Section 4 – Committees of the Board

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

Section 5 – Appointed Officers

The Appointed Officers of the Board of Directors of the Association shall be the same individuals as the Appointed Officers of the Board of Directors of the AANS.

ARTICLE VI — DUTIES OF OFFICERS

The duties of the officers of the Association shall be the same as the officers of the AANS.

ARTICLE VII— ANNUAL SCIENTIFIC MEETINGS

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

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

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

The procedures for nominating Officers, Directors and members of the Nominating Committee shall be identical to those set forth in Article VII of the AANS Bylaws.

ARTICLE IX — COMMITTEES AND APPOINTMENTS

Section 1– Designations of Committees and Appointments

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

Section 2 – Standing Committees

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

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

B. Bylaws Committee. It shall be the duty of the Bylaws Committee to review the Bylaws and make

recommendations as to changes in the Bylaws when requested to do so by the Board of Directors.

Section 3– Joint Committees

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

Section 4 – Special Committees

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

Section 5– Appointments

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

ARTICLE X — PUBLICATIONS

Section 1– Journal of Neurosurgery

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

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

ARTICLE XI— THE FISCAL YEAR OF THE ASSOCIATION

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

ARTICLE XII — QUORUM

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

ARTICLE XIII— INDEMNIFICATION

Article X of the AANS Bylaws pertaining to indemnification shall also be applicable to the Association.

ARTICLE XIV – AMENDMENTS

The procedures to amend the Association’s Bylaws, including the voting upon proposed amendments, shall be identical to that set forth in Article XI of the AANS Bylaws.

ARTICLE XV— ORDER OF BUSINESS

Section 1 – Section 1 – Annual Business Meeting
The Annual Business Meeting of the AANS shall be held during the Annual Scientific Meeting of the Association.

Section 2 – Ballot Procedures

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

Section 3 – Governance of Meetings

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

ARTICLE XVI— ELECTRONIC VOTING

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



American Association of Neurological Surgeons

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