

**THE SOCIETY OF NEUROLOGICAL SURGEONS
THE CONSTITUTION**

ARTICLE I

The society will be called the Society of Neurological Surgeons. The membership will be limited to 220 Active Members and in addition: Senior, Inactive, and Honorary Members. The policy of the society will be to meet annually. The Society of Neurological Surgeons is a nonprofit public benefit society which is not organized for the private gain of any person or group of persons. It is organized for public educational and charitable purposes, operating exclusively within the meaning of Section 501 (c) (3) of the Internal Revenue Code.

Notwithstanding and other provision in these articles the society will not carry on any activities not permitted to be carried on (a) by the society exempted from federal income tax under Section 501 (c) (3) of the Internal Revenue code, or (b) by society contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code. No substantial part of the activities of this society will consist of propaganda or otherwise attempting to influence legislation. This society will not participate or intervene in any political campaign on behalf of any candidate for public office. Property of the society is irrevocably dedicated to education and charitable purposes and no part of the net income or assets of this society will ever accrue to the benefit of any director, officer, or member thereof or to the benefit of any private person. Upon the dissolution of the society its assets remaining after payment, or provisions for payment, of all debts and liabilities will be distributed to a nonprofit fund, foundation or society.

ARTICLE II

The purpose of the Society in carrying on the traditions of the founding members will be:

1. The continuing development of the field of neurological surgery including graduate and post-graduate education.
2. To bestow recognition upon persons of outstanding ability and excellence in their work and teaching. Such recognition may be bestowed by appointment to membership or by appearance on the programs at appropriate times.
3. To enhance the role and stature of neurosurgical units in academic medical centers.
4. To insure that patients with nervous system disease received the highest quality of care.
5. To encourage and support research in neurosciences.

ARTICLE III

1. Membership, qualification and classification:

Active Members should hold an important or responsible post in neurosurgery carrying with it responsibilities for graduate, undergraduate, or postgraduate teaching in a university or clinic setting. Excellence in the practice and study of surgery of the nervous system should have been demonstrated by prospective members. Candidates approved by the council can be elected by three-quarters affirmative vote of members present at the annual meeting.

2. Senior Members:

Active Members in good standing are placed on the Senior list when they reach the age of 65 at the end of the annual meeting following the member's 65th birthday and have been an active member for five years.

3. Honorary Members:

These members may be selected from any country in the world provided they have shown unusual and outstanding talent and accomplishment in their work either in neurosurgery itself or in fields closely allied to neurosurgery. Candidates for honorary membership will be proposed to the Executive Council by the membership committee. Candidates approved by the council can be elected by three-quarters affirmative vote of members present at the annual meeting.

4. Inactive Members

Active Members who retire from the practice of neurosurgery prior to becoming Senior Members, may at their request and at the discretion of the Executive Council be made Inactive Members. This decision can be reversed pending a request made to the Executive Council.

ARTICLE IV

The officers of the Society will be:

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|----|-----------------|----|-----------|
| 1. | President | 4. | Secretary |
| 2. | President-Elect | 5. | Treasurer |
| 3. | Vice-President | 6. | Historian |

The President-Elect and the Vice-President will be elected from the active membership annually by a majority vote at the annual meeting. The President-Elect will automatically assume the office of the presidency in the subsequent year. The term for each office is one year.

The Treasurer and the Secretary will each serve a three year term with their terms of office being staggered. They will be elected from the active membership at the annual meeting by a majority vote.

The Historian will be nominated by the Nominating Advisory Committee at irregular and appropriate intervals. Nominated individuals approved by the Executive Council will be presented at the annual meeting and will be elected by majority vote. Senior Members will be eligible for this office.

The Nominating Advisory Committee will consist of five Active Members. One member will be proposed by the President and elected by majority vote at the annual meeting each year to serve for three years, serving as Chair of the Committee in the third year. The immediate Past-President and the Past-President will also be ex-officio voting members of the committee. Any member can make recommendations to the Nominating Advisory Committee for consideration prior to the interim council meeting. The Nominating Advisory Committee will submit its recommendation for all offices at the interim meeting of the Executive Council for consideration and approval prior to presentation to the membership at the annual meeting.

All terms of office run from the conclusion of the annual meeting at which elected to the conclusion of that annual meeting appropriate to the particular office.

ARTICLE V

5. Methods for changing the Constitution.
 - A. A proposal to change the Constitution in whole or in part will be presented at one executive session and lay over until the next executive session before being voted on. The proposal should be circulated to each member of the society entitled to vote at least two months prior to the meeting at which the vote is to be taken. An affirmative vote of three-quarters of those present at the annual meeting is required for passage. The change will become effective as soon as passed.
 - B. Change by addition, subtraction, or alteration: may be proposed by any member by submitting a written motion to the Secretary for presentation at any regular meeting, realizing that it will be heard again and voted upon at the succeeding annual meeting.

BYLAWS

ARTICLE I

The Society of Neurological Surgeons will have an Executive Council to be made up of the President, President-Elect, immediate Past-President, Past-Past-President, Vice-President, Past-Vice-President, Secretary, Treasurer, Historian, two Members-at-Large, the Chair of the Program Committee and the annual meeting host.

ARTICLE II

Duties of the officers and members of the Executive Council.

A. Acting individually

1. President: Will preside at all meetings of the Society and the Executive Council and other functions as appropriate.
2. Vice-President: Will preside in the absence of the President. Will serve as a member of the Executive Council during the term of office.
3. Secretary: Will keep a record of all meetings, notify candidates of their election to membership, conduct the correspondence of the Society, and send written notice of meetings at least six months in advance. The Secretary will send copies of the annual meeting program to each member as early as possible prior to the meeting. The Secretary will notify the Society of any newly elected members in all categories. The Secretary serves as a member of the Executive Council during the term of office.
4. Treasurer: Will collect and disburse the funds of the Society as authorized. The Treasurer will keep books and render an annual report to the Society. The Treasurer will notify all members of their assessments and dues and will notify the Executive Council of members who are arrears in their dues. The Treasurer will serve as a member of the Executive Council during the term of office.

5. Historian: Will keep a record of the pertinent events pertaining to the Society as a whole and any special events in relation to individual members or groups. The Historian will be responsible for attending to the archives of the Society and other activities as deemed appropriate. The Historian will serve on the Executive Council.
 6. Members-at-Large: Two Members-at-Large will serve on the Executive Council for three year terms. A Member-at-Large should have been a member of the Society for at least three years prior to nomination. Nomination will be made by the Nominating Advisory Committee and approved by the Executive Council at its interim meeting. Election is by majority vote at the annual meeting.
- B. The Executive Council will:
1. Arrange for all meetings of the Society.
 2. Meet at an interim time prior to the annual meeting to transact appropriate business.
 3. Have the power to drop from the role of Active Members any who fail to pay dues for more than one year or are absent from two consecutive annual meetings without adequate reason.
 4. Levy assessments as seem necessary and advisable. Advise and direct the Treasurer in the management of the Society's funds.
 5. Appropriate money for the necessary expenses of the meetings and for travel by the officers between meetings in fulfillment of their obligations.

Article III

Committees of the Society:

A. Standing Committees:

1. Committee on Resident Education (CoRE):

The Committee on Resident Education (CoRE) will be comprised of the Chair, appointed by the President, and of members appointed by the Executive Council from the Active SNS membership. Terms of service on CoRE will be staggered among the members, and will be for a term of three years. The charge of the committee will be to define the curriculum for neurosurgical residency training, including didactic content, core competencies, procedures, and methods for

assessing educational outcome. The Chair of the CoRE will attend the SNS Executive Council meetings for the purpose of communicating CoRE deliberations and facilitating Executive Council oversight of CoRE activities.

2. Research Committee:

The Research Committee will be comprised of the Chair, appointed by the President for a term of three years, and members appointed by the Chair. The charge of the committee will be to define the scope of neurosurgical research, and what research (type, and length of training) should be included in the residency training programs. It will facilitate awareness and funding for neurosurgical research in translational areas, and educate the membership as to potential funding opportunities. The Chair of the Research Committee will attend the SNS Executive Council meetings for the purpose of communicating Research Committee deliberations and facilitating Executive Council oversight of Research Committee activities.

3. Committee on Advanced Subspecialty Training (CAST)

The Committee on Advanced Subspecialty Training (CAST) will be comprised of a Chair, a Secretary/Treasurer, and seven additional members. The membership of the CAST will be appointed by the Executive Council from the SNS and Neuroendovascular Surgery Advisory Committee (NESAC) membership. Senior SNS members may be included on the CAST. Representation on the CAST by current or past members of the RRC for Neurological Surgery and the American Board of Neurological Surgery (ABNS) is desirable so as to maintain familiarity with training programs and principles of the accreditation and certification process. Terms of service on the CAST will be staggered among the members and will be for three years with one renewal option for a maximum term of six years. The term of the NESAC member will coincide with the term as Chair of NESAC. The Chair of the CAST will attend the SNS Executive Council meetings for the purpose of communicating CAST deliberations and facilitating Executive Council oversight of CAST activities.

The CAST will be responsible for accreditation of subspecialty training fellowships, and for development and updating of subspecialty training requirements. Until the transition to the ABMS Recognition of Focused Practice, the Committee will approve subspecialty fellowship certification of individuals participating in the CNS Endovascular Surgery and NeuroCritical Care. Additionally, the CAST will have responsibility for promulgating study and analysis of outcomes relative to neurosurgical subspecialty training and, when necessary, developing and monitoring programs for a neurosurgery fellowship match.

The organization, policies and procedures of the CAST will be in accordance with the CAST Charter.

4. Research Update in Neuroscience for Neurosurgeons (RUNN) Committee

The RUNN Committee is comprised of a Chair, appointed by the President, and members appointed by the Chair. It is charged with organizing and executing the annual Research Update in Neuroscience for Neurosurgeons course for Neurosurgery. The course will highlight discoveries in the sciences which can potentially advance the practice of neurosurgery. The review will also provide residents with the tools they need to get started in clinical/laboratory research.

5. Program Committee:

The Program Committee will consist of three members. One will be appointed by the President each year to serve three years and be chair during the third year. The Program Committee will be responsible for the entire program of the annual meeting. Final approval of the program rests with the Executive Council.

The Program Committee will work in close cooperation with the host and allocate an appropriate amount of time on the program for presentations by members of the host organization.

6. Membership Committee:

The Membership Committee will consist of three Active Members and the Past-President. One new member will be appointed by the President each year to serve three years and be Chair during the third year. The Membership Committee will seek out candidates in all categories for membership in the Society. The committee will accumulate essential information about each proposed member and the Chair will attend the interim meeting to recommend to the Executive Council individuals whom the Committee considers worthy of membership. Each individual proposed must be approved by the Executive Council at its interim meeting before submission to the membership of the Society as a whole for vote. Race, creed, color, gender or religious preferences will not be factors for determining membership at any time. The outgoing Membership Committee Chair will send curricula vitae and photos of newly elected members to the Historian.

7. Nominating Advisory Committee:

The Nominating Advisory Committee will consist of five active members. One member will be elected by majority vote at the annual meeting each year to serve for three years, serving as Chair in the third year. The immediate Past-President, and the Past-President will also be ex-officio voting members of the Committee.

Any member can make recommendations to the Nominating Advisory Committee for consideration prior to the interim Executive Council meeting. The Nominating Advisory Committee will submit its recommendation for all offices at the interim meeting of the Executive Council for consideration and approval prior to presentation to the membership at the annual meeting.

8. Medical Student Committee:

The Medical Student Committee will consist of a Chair, appointed by the President for a term of three years, and members appointed by the Chair. The charge of the committee will be to define the scope of undergraduate medical education in Neurological Surgery, to promote the integration of education in Neurological Surgery in medical school curricula, and to stimulate interest in Neurological Surgery in medical students. The Medical Student Committee will also provide regular reports on the Neurosurgery Match to the Executive Council for review. The Chair of the Medical Student Committee will attend the SNS Executive Council meetings in order to directly report on all Committee activities.

9. Constitution and Bylaws Committee:

The Constitution and Bylaws Committee will consist of the immediate Past-President and the Secretary of the Society. The Constitution and Bylaws Committee will review the Constitution and Bylaws of the Society annually, and make recommendations to the Executive Council regarding any necessary changes.

10. Audit Committee:

The Audit Committee will consist of two members: One Member-at-Large, chosen by the President, will serve as Chair, and one member, not a member of the Executive Council, will be appointed by the President each year to serve two years. The Audit Committee will conduct a review of the finances of the Society each year, and report their findings to the Council at its annual meeting. An audit will be performed by an accounting firm on a regular basis, at the discretion of the Audit Committee.

11. Endowments and Gifts Committee:

The Endowments and Gifts Committee will be comprised of the President and Treasurer of the Society, and one Member-at-Large as chosen by the President. Each will serve for the duration of their terms in these positions. The Endowments and Gifts Committee will be responsible for management of the gifts and endowment(s). The Endowment and Gifts Committee will be responsible for interactions with current and potential donors. The Endowment and Gifts

Committee will appoint specific subcommittees to carry out the goals of the individual gifts and endowments. The Endowment and Gifts Committee will be responsible for developing guidelines for endowment and award management to assure that both of these activities are in agreement with the wishes of the donors and the aims of the Society. The guidelines for the management of each endowment and gift must be approved by the Executive Council.

12. Distinguished Service Award Committee:

The Distinguished Service Award Committee will consist of the three immediate Past-Presidents of the Society (Past-President, Past-Past-President, and Past-Past-Past-President). At the interim winter meeting of the Executive Council, the Distinguished Service Award Committee will nominate a minimum of three candidates whose service to the Society, or to the field of Neurological Surgery, has been exceptional.

13. Future Sites Committee:

The Future Sites Committee will consist of the Vice-President (Chair), President-Elect, Secretary and Treasurer. The Future Sites Committee will elicit proposals from the membership, and make recommendations to the Executive Council regarding future meetings of the Society, such that sites for the annual meeting are planned a minimum of five years in advance.

B. Task Forces and Mission Committees

The President or Council may establish *ad hoc* task force and mission committees as set forth in Article VIII sections 4-5. These committees shall have both a documented charge, and date of expected termination.

ARTICLE IV

Endowment and gifts policies:

The Society of Neurological Surgeons is organized for public educational and charitable purposes, and in keeping with its stated goals, the Society of Neurological Surgeons will accept gifts and endowments that promote the aims of the Society. The gift policies of the Society will operate within the stipulations of Section 501 (c) (3) of the Internal Revenue Service Code.

1. The Society will encourage and facilitate gifts and donations that are consistent with the aims of the Society.
2. The Treasurer will keep the accounts of such gifts and endowments and provide a yearly status report to the Executive Council and the membership. Unless specifically specified by the donors, such gifts will be accounted separately from the operating funds of the Society, though the funds can be merged for investment

purposes. Management of these funds will be committed to preservation and growth of the principal amounts.

Approved: May 30, 2020

ARTICLE V

Method of Procedure in Executive Session:

The usual parliamentary rules governing deliberative bodies will govern the workings of this Society. The members present will constitute a quorum unless otherwise specified. The Society of Neurological Surgeons will be a continuing one and the rules governing it will carry over.

1. Call to order by presiding officer.
2. Reading of minutes of the last previous meeting.
3. Discussion and action of any old business from the previous year.
4. Election of new members. The Chair of the Membership Committee will present the nominations for Active membership which have been approved by the Executive Council. Election will be by an affirmative vote of three-quarters of the members present.
5. Discussion of new business with appropriate action.
6. Election of officers and the new member of the Nominating Committee. The slate proposed by the Nominating Advisory Committee, approved by the Executive Council will be presented. Nominations may be permitted from the floor.
7. Adjournment.

ARTICLE VI

Methods of voting in Executive session.

All questions before the Society will be determined by a majority vote of those present unless otherwise specified. Voting will be by hand, voice, or secret ballot as designated by the presiding officer. The decision of the presiding officer to conduct a “hand” or “voice” vote may be over-ruled by a majority vote of those present.

ARTICLE VII

Duties and privileges of members.

1. Active Members:

To attend the annual meeting, to vote, to participate in the meeting program, to take part in discussions, to pay dues, to serve on committees and to hold office.

2. Senior Members:

Senior Members will have all the duties and privileges of Active Members except that they will not be required to attend meetings. A Senior Member will continue to pay dues until retirement from active surgical practice at which time dues can be suspended upon approval by the Executive Council. Senior Members may not hold elected office except as Historian. Since the President-Elect automatically succeeds to the office of the President, election to the office of President-Elect must occur before the individual reaches the age of 64. Senior Members have the right to vote, serve on appointed committees (except the Nominating Advisory Committee), present papers, and enter into all discussions.

3. Inactive Members:

Inactive Members will not be required to attend meetings or pay dues. Inactive Members cannot hold any office or vote.

4. Honorary Members:

Following approval of nomination by the Executive Council, and election by the membership of the Society as a whole, the member must attend one annual meeting of the Society within three (3) calendar years of nomination for their status as Honorary Members to become permanent. Honorary Members cannot hold active office or vote and will not be required to pay annual dues.

ARTICLE VIII

Committees and individual appointments authorized by the Society.

1. Elected: Nominating Advisory Committee
2. Appointment by the President:
 - a. Program Committee
 - b. Membership Committee
 - c. Audit Committee
 - d. Chair, Research Update in Neuroscience for Neurosurgeons (RUNN)
 - e. Chair, Medical Student Committee
 - f. Chair, Committee on Resident Education (CoRE)
3. Appointment by the Executive Council:
 - a. Substitutes for officers unable to function.
 - b. Membership on the American Board of Neurological Surgery, as vacancies arise.
 - c. Membership on the Board of Governors of the American College of Surgeons.
 - d. Chair and Members, Committee on Advanced Subspecialty Training (CAST)
4. Other committees authorized by the Executive Council of the Society.
5. Other ad hoc committees as appointed by the President.

ARTICLE IX

In view of the Society's special interest in graduate and post-graduate education in neurological surgery and its allied sciences, the Society may invite as guests to the annual meeting all neurosurgical Program Directors and Department Chairs who are not members of the Society. Each member of the Society will be limited to three guests per meeting. The Secretary of the Society and the host should be notified about the guests by the inviting member at least 30 days in advance of the meeting. The inviting member must attend any meeting when guests have been invited.

ARTICLE X

Methods of Amending Bylaws:

Any article of the bylaws may be amended at any annual meeting by a three-quarters affirmative vote of the members present, providing that each member has been furnished with a copy of the proposal at least two months prior to the meeting. It will be the duty of the member making the proposal to furnish the Secretary with a copy of this proposed change to allow sufficient time for this to occur. Any alteration of the bylaws is to become effective as soon as an affirmative vote is recorded.

ARTICLE XI

Representatives of Organizations Relevant to Graduate Medical Education in Neurological Surgery

To support the principal mission of the Society, one representative from the American Board of Neurological Surgery, and one representative from the Residency Review Committee for Neurological Surgery will be elected from their respective organizations, and appointed to the Executive Council. These positions will be ex-officio, non-voting, and the term of office will be for one term of three (3) years.