



# Bylaws of the NEUROSURGERY EXECUTIVES' RESOURCE, VALUE, & EDUCATION SOCIETY (NERVES)

## **Mission**

To connect neurosurgery executives to resources, education and data to enhance value for the business of neurosurgery.

## **Vision**

To be the pre-eminent and most trusted resource for neurosurgical leaders.

## **Values**

We promote supportive collaborations through sharing of knowledge, best practices and innovative solutions within a trusted neurosurgical network.

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**BYLAWS  
OF THE  
NEUROSURGERY EXECUTIVES' RESOURCE, VALUE, & EDUCATION SOCIETY (NERVES)**

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**ARTICLE I – NAME**

The name of the organization shall be the Neurosurgery Executives' Resource, Value, & Education Society (NERVES), Incorporated.

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**ARTICLE II – PURPOSE**

**It shall be the purpose of this society to:**

- (1) Promote and encourage the organization and professional development of administrators and managers of the medical practices that include neurosurgery.
- (2) Facilitate the relationship between neurosurgeons and practice managers and administrators.
- (3) Encourage and stimulate interest and research in neurosurgical practice management health care related issues.
- (4) Promote the continuing education and advancement of the profession of neurosurgical practice management.
- (5) Promote scientific and professional exchange between members of this Society.
- (6) Encourage rapid dissemination of knowledge concerning changes in policies of outside regulatory agencies with authority over neurosurgical practice management issues, as well as advances in practice management techniques, methods, and tools.
- (7) Promote through meetings, seminars, publications, and social media, the purposes of this Society.
- (8) Create a professional society that can represent its membership in all matters of direct concern to them.

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**ARTICLE III – MEMBERSHIP**

**Section 3.01. Membership & Eligibility** - Membership in this Society is a privilege and is contingent upon compliance with requirements specified in these Bylaws. No person will be accepted or continued as a member of this Society unless he/she meets ALL of the following qualifications:

1. Member is of good moral character.
2. Member is actively employed, engaged or contracted in the leadership, management or executive administration of an entity organized to provide or facilitate the provision of neurosurgical services in one of three capacities:

- a. Administrator, executive or practice manager of a private, academic or hospital-based neurosurgery practice, or a combination therein.
  - b. Administrator, executive or manager of a hospital neuroscience service line at a hospital that has neurosurgeons with active staff privileges.
3. Member must be employed by a medical group or hospital in which at least one neurosurgeon is an Active member of either the American Association of Neurological Surgeons (AANS) or the Congress of Neurological Surgeons (CNS). At least one AANS and/or CNS member must certify in writing that the member holds a management or administrator position as described in Section 3.01.b above.

**Section 3.01-1. Healthcare Provider.** Member may also be a healthcare provider who holds an active license in the United States and actively practices in the specialty of neurological surgery. Member must also comply with Section 3.01.1 above.

**Section 3.01-2. Ownership.** Membership belongs to the individual and is transferrable upon approval by the Executive Committee.

### **CATEGORIES**

**Section 3.02.** The categories of membership in this Society are as follows: Active, Inactive and Honorary.

### **REQUIREMENTS**

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

**Section 3.03-1. Active.** Active membership shall consist of those individuals who have been accepted for membership and are living in the United States.

**Section 3.03-2. Inactive.** If any member of NERVES shall absent himself/herself from neurosurgical practice management for the greater part of a year by reason of illness, post-graduate studies or other reason acceptable to the Executive Committee of the Society, that member may apply in writing to the Executive Committee via the Secretary for transfer to an inactive status which must be approved by a 2/3 vote of the Executive Committee.

Members approved for Inactive status shall not be required to pay dues, shall not have the right to vote, may not hold office, may not serve as a delegate or on the Executive Committee, or be appointed as Chairman of any Committee of this Society.

Upon return to active neurosurgical practice management, the member must, within ninety (90) days, apply, in writing, to the Executive Committee via the Secretary for transfer back to the original status. All privileges held before transfer to an Inactive status shall be restored unless altered by specific action of the Executive Committee.

**Section 3.03-3. Honorary.** Individuals who have rendered faithful service to the Society or who have attained exceptional eminence in the neurological surgery practice management field or related fields may be elected to Honorary membership.

**Section 3.04. Forms.** Membership application forms may be obtained from the Secretary or the Chairman of the Membership Committee of this Society, or their designee(s).

**Section 3.04-1.** Applications for membership along with payment of first year membership dues shall be submitted to the Secretary or the Chairman of the Membership Committee, or their designee(s) on the prescribed form provided by this Society.

**Section 3.04-2.** Those applicants who do not satisfy the requirements for membership in this Society will be notified and their dues payment will be returned.

#### **ENDORSEMENT OF APPLICATION**

**Section 3.05.** Applications for membership in the Society in any of the various categories of membership shall be endorsed as follows:

**Section 3.05-1.** Nominations for Honorary membership shall be initiated with endorsement of two members, each of whom is an Active member, submitting the prescribed form to the Secretary or the Chairman of the Membership Committee, or their designee(s). The nomination must be approved by the Membership Committee and the Executive Committee.

#### **APPROVAL OF MEMBERSHIP**

**Section 3.06.** Completed applications for Honorary membership shall be transmitted by the Secretary to the Membership Committee. Applicants approved by the Committee shall be presented to the Executive Committee, and if elected, shall immediately assume membership with all rights and privileges. Election to Honorary membership requires a three-quarter (3/4) majority vote of the Executive Committee.

**Section 3.06-1. Enrollment.** A letter of membership confirmation shall be sent to each Honorary and Active member. The name of each new member shall be enrolled upon the official membership roster.

#### **RIGHTS AND PRIVILEGES**

**Section 3.07.** Members in good standing of this Society possess rights and privileges as follows:

**Section 3.07-1.** Active members shall be entitled to full privileges of this Society, shall be entitled to vote and hold any office or appointment.

**Section 3.07-2.** Honorary and Inactive members shall be entitled to all benefits and privileges of Active membership except that they shall not hold office, or have a vote in the Society.

**Section 3.07-3.** There shall be no vote by proxy.

### **MAINTENANCE OF MEMBERSHIP**

**Section 3.08.** Maintenance of Active membership in this Society requires full payment of dues and assessments as adjudicated annually. In addition, the member must continue to qualify for Society membership according to criteria established in Section 3.01.

### **RESIGNATION, SUSPENSION AND EXPULSION**

**Section 3.09.** Any member may resign from the Society by written application to the Secretary or the Chairman of the Membership Committee, or their designee(s). Members will be notified in writing of the acceptance of their resignation by the Society.

**Section 3.09-1.** A member of this Society may be suspended or expelled for good cause as specified below.

#### **Section 3.09-2. Causes.**

- (a) Conviction in a court of law of a felony or an offense involving moral turpitude.
- (b) Failure to continue to qualify for Society membership according to criteria established in Section 3.01.
- (c) Failure to abide by the provisions of these Bylaws.
- (d) Non-payment of dues or assessments of this Society.

**Section 3.09-3.** A previous member who has voluntarily resigned or been expelled for cause may reapply for membership as if he/she was applying for the first time.

### **ANNUAL DUES AND ASSESSMENTS**

**Section 3.10.** The amount of the annual dues and assessments for Active members shall be determined by the Executive Committee after consideration of the annual budget of the next year. Honorary and Inactive members shall not be required to pay annual dues but may be assessed in accordance with a duly adopted resolution of the Executive Committee.

**Section 3.10-1. New Members.** New members shall pay the full amount of the annual dues for their category of membership.

**Section 3.10-2. Dues and Assessments.** Dues shall be due and payable on December 31<sup>st</sup> for the following calendar year. New members who join after October 1<sup>st</sup> of a calendar year, and pay dues at that time, shall not be required to pay annual dues again until December 31<sup>st</sup> of the following year. If a member has not paid annual dues by January 15<sup>th</sup>, that member shall be immediately notified that he/she shall be dropped from membership in the Society unless payment is received by February 1<sup>st</sup>. Special, non-renewable assessments may be levied by a 3/4 vote of the Executive Committee. Assessments will be billed by the Treasurer following the annual session or whenever determined by the Executive Committee. Such assessments shall be paid by the member within three (3) months following billing or the status of the member may lapse.

**Section 3.10-3. Reinstatement.** A member whose membership has lapsed by reason of non-payment of dues or assessments may be reinstated by paying the amount in arrears. The Executive Committee may waive the requirements for payment of the dues or assessments in arrears by three-quarters (3/4) majority vote if it finds that unusual circumstances make that action advisable.

**Section 3.10-4. Illness.** When, because of serious illness or injury, a member is prevented from pursuing their practice management profession for six (6) months, and upon application on behalf of the member, one-half (1/2) of the annual dues shall be waived for each additional six (6) month period of disability.

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## **ARTICLE IV – OFFICERS**

### **COMPOSITION**

**Section 4.01.** The officers of this Society shall be a President, a Vice President (who will serve as President Elect), a Secretary, and a Treasurer.

### **ELECTION PROCEDURE**

**Section 4.02.** The Nominating & Bylaws Committee shall prepare and submit its slate of nominees of officers to be elected to the Secretary not less than sixty (60) days prior to the first day of the annual session. Not less than thirty (30) days prior to the annual session, the Secretary will circulate the slate to the membership. Such communication may be conducted by electronic means in accordance with the nomination process. Further nominations may be accepted by the Secretary up to the interval of fifteen (15) days prior to the annual session. The President Elect (Vice President) will automatically succeed to the office of President at the annual session of the Society coinciding with the expiration of the President's term. The slate of officers will be presented for a vote of approval at the business meeting held during the annual session.

### **TERMS OF OFFICE**

**Section 4.03.** The President shall serve for a term of one year. The President Elect shall serve for a term of one year and then succeed to the Presidency. The Secretary and the Treasurer shall hold office for two years. Terms will commence with the close of the Society's annual session.

### **DUTIES OF OFFICERS**

**Section 4.04.** The officers of this Society are charged and entrusted as follows:

**Section 4.04-1. President.** It shall be the duty of the President to:

- (a) Counsel with all Officers, Directors, Delegates, committees, and members towards the best interests of the public and this Society,
- (b) attempt to further the aims and the activities of this Society to the fullest extent,
- (c) to serve as Chairman of the Executive Committee,

- (d) to serve as the Society Delegate to the Executive Committee of the Counsel of State Neurosurgical Societies,
- (e) report periodically to members regarding Board decisions, and
- (f) perform such other services as custom, necessity and parliamentary usage require.

The President shall appoint all committees, except as otherwise provided, shall be a member of and preside over the Executive Committee, and shall be an ex-officio member of all committees, except the Nominating & Bylaws Committee.

The President shall preside and officiate at all major functions of the annual session.

**Section 4.04-2. Vice President (President Elect).** The Vice President shall familiarize himself/herself with the personnel and work of the various committees and of the Society in general; shall be ready to counsel with the President on matters affecting the future of the Society, and shall otherwise prepare himself/herself for assuming the leadership of the Society at the proper time. The Vice President shall act as Chairman of the Nominating & Bylaws Committee, and serve as a member of the Financial & Annual Meeting Committee.

The Vice President shall assist the President in the performance of his/her duties; they shall preside in his/her absence at the meetings of the Society or the Executive Committee and shall represent the President when requested at meetings, committee meetings, or other functions.

**Section 4.04-3. Secretary.** The Secretary shall supervise and handle secretarial material of this Society and shall act as corporate secretary insofar as the execution of the official documents or institution of official action is required. The Secretary shall serve as Chairman of the Editorial Committee. The Secretary shall perform other duties as are placed upon him/her by these Bylaws.

**Section 4.04-4. Treasurer.** The Treasurer shall be responsible for and oversee the financial administration of the Corporation and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the Board of Directors. The Treasurer shall cause all monies of the Corporation to be received and disbursed under the authorization of the Board of Directors and shall cause to be kept a full account of all monies received and paid out and report same to the Board of Directors at their regular meetings. The Treasurer shall cause all funds of the Corporation to be deposited promptly in such depositories as shall be designated by the Board of Directors. The Treasurer shall prepare an annual budget for approval by the Executive Committee prior to the fiscal year end, prepare annual statements of dues payments' status of members of the Society for the Executive Committee, and assist the accountants and auditors in preparing any necessary financial reports. The Treasurer shall be a member of the Annual Meeting Committee

**Section 4.04-5. Immediate Past President.** The Immediate Past President shall be an ex-officio non-voting member of the Executive Committee and shall perform other duties as are placed upon him or her by these Bylaws.



## VACANCIES

**Section 4.05.** If for any reason an officer becomes unable or unwilling to perform the functions of office, moves from the United States, or is elected to a higher office during and uncompleted term, such office will be declared vacant. Vacancies in the office shall be filled in the following manner:

**Section 405-1. President.** The Vice President shall take over the duties of the absent President.

**Section 4.05-2. Vice President.** The vacancy shall remain unfilled until the next annual session at which time the position will be filled by election as stipulated in Section 4.02 and the new Vice President will serve for a term coinciding with that of the concurrent President.

**Section 4.05-3. Secretary or Treasurer.** The Executive Committee, by simple majority vote of those holding office, shall elect a successor to temporarily fill the vacancy until the next regular election cycle for that office is held at an annual session.

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## **ARTICLE V – EXECUTIVE COMMITTEE**

### COMPOSITION

**Section 5.01.** The Executive Committee shall consist of the President, the Immediate Past President, the Vice President, the Secretary, the Treasurer, four Regional Directors representing Northern/Midwestern United States, Northeastern United States, Southeastern United States, and Southwestern United States, and an appointed representative from the Council of State Neurosurgical Societies (CSNS), which is the jointly sponsored socioeconomic arm of both the AANS and the CNS. There will be eight total voting members of the Executive Committee. The Immediate Past President will serve as ex-officio and both he/she and the appointed CSNS representative will be non-voting members.

**Section 5.01-1.** For the sake of these Bylaws, the national geographical regions shall be defined as follows:

- (a) **“Northern/Midwestern U.S.”** shall consist of: AK, CO, ID, IL, IN, IA, KS, MI, MO, MT, NE ND, NM, OH, OR, SD, UT, WA, WI, WY
- (b) **“Northeastern U.S.”** shall consist of: CT, DE, MA, ME, NH, NJ, NY, PA, RI, VT
- (c) **“Southeastern U.S.”** shall consist of: AL, AR, FL, GA, KY, MD, MS NC, SC, TN, VA, WV, District of Columbia & Puerto Rico
- (d) **“Southwestern U.S.”** shall consist of: AZ, CA, HI, LA, NM, NV, OK, TX

### TERMS OF OFFICE

**Section 5.02.** The term of office of Regional Directors shall be two years. No member may simultaneously hold office as both a Regional Director and as Society Officer. Should a Regional

Director be elected to Society office, they shall immediately vacate their Regional Director position which shall subsequently be filled for the remaining duration of the elected term as outlined in Section 5.04. The terms of office of the other members of the Executive Committee are provided in Section 4.03.

#### **ELECTION PROCEDURE**

**Section 5.03.** The Nominating & Bylaws Committee shall prepare and submit its slate of nominees for Regional Directorships to be filled to the Secretary not less than sixty (60) days prior to the first day of the annual session. Not less than thirty (30) days prior to the annual session, the Secretary will circulate the slate to the membership. Such communication may be conducted by electronic means in accordance with the nomination process. Further nominations may be accepted by the Secretary up to the interval of fifteen (15) days prior to the annual session. The slate of Regional Directors will be presented for a vote of approval at the business meeting held during the annual session.

#### **VACANCIES**

**Section 5.04.** When a vacancy occurs in the office of a Regional Director of this Society, an alternative Director from the same geographical region shall be appointed within thirty (30) days by the Executive Committee. The alternative Director shall immediately assume the office for the un-expired term.

#### **PURPOSE**

**Section 5.05.** The Executive Committee shall have general charge of all the business affairs of this Society in the interim between the annual sessions of the Society unless a special meeting shall be called. To this end, the Executive Committee may take any action not in conflict with a former action of the Society as may be necessary to meet previously unforeseen situations, and may exercise in such cases the full power of the Society, provided that the Officers or the Executive Committee may not bind this Society in any way beyond the next session of the Society.

#### **GENERAL POWERS AND DUTIES**

**Section 5.06.** The Executive Committee shall make studies concerning the practice of neurosurgery in the United States, and shall have authority to adopt such methods of inquiry as may be deemed in the interest of this Society and the specialty of neurosurgery.

**Section 5.06-1. Financial.** All monies of the Society received by the Executive Committee, or its authorized representatives, must be truly accounted for and paid to the Society's Offices. The Executive Committee shall have the power to inspect and audit the Society-related accounts of the Treasurer, other Officers, the Committees, or other officials of the Society at any time, and shall see that annual reports are made to the Society on all matters pertaining to the finances and expenditures of this Society. The Executive Committee shall approve the annual budget as prepared by the Society's Treasurer prior to the fiscal year end, the annual statements of dues payments' status of members of

the Society for the Executive Committee and assist the Society Treasurer and accountants and auditors in preparing any necessary financial reports.

**Section 5.06-2. Standing Committees.** The Executive Committee shall have general oversight authority over all Standing Committees of the Society and shall monitor their productivity and progress by requiring that a progress report be presented by the Chairman of each Standing Committee at each regular Executive Committee meeting. Projects may be assigned to Standing Committees of this Society at the discretion of the President of the Society and/or the Executive Committee by simple majority vote of a quorum of Executive Committee members.

**Section 5.06-3. Ad Hoc Committees.** The Executive Committee shall have the power to create committees from its number, and to endow them with the authority to act in the interim between annual meetings of the Executive Committee upon specific matters which would ordinarily require special meetings of the Executive Committee. These committees may be augmented by appointment of additional members of this Society who are not members of the Executive Committee. Ad Hoc Committees will automatically expire within fifteen (15) months of their creation unless reviewed and renewed by a majority vote of the Executive Committee. Ad Hoc Committees that require repeated annual renewal should be considered by the Nominating & Bylaws Committee for potential inclusion in the Society Bylaws as a Standing Committee through a Bylaws change.

**Section 5.06-4. Special Committees.** The President shall have the authority to establish such Special Committees as he/she deems necessary as further described in Section 6.08. Special Committees shall be delegated functions that, to the fullest extent possible, do not conflict with the function of any Standing Committee. These committees may be augmented by appointment of additional members of this Society who are not members of the Executive Committee. Special Committees will automatically expire within fifteen (15) months of their creation unless reviewed and renewed by a majority vote of the Executive Committee. Special Committees that require repeated annual renewal should be considered by the Bylaws Committee for potential inclusion in the Society Bylaws as a Standing Committee through a Bylaws change.

### **MEETINGS**

**Section 5.07.** The Executive Committee shall hold an annual meeting approximately six (6) months prior to the Society annual session.

**Section 5.07-1. Presiding Officer.** The President of the Society shall serve as the presiding officer of the Executive Committee, except as otherwise provided in these Bylaws.

**Section 5.07-2. Quorum.** A majority of the voting members of the Executive Committee shall constitute a quorum.

**Section 5.07-3. Voting Members.** All the members of the Executive Committee shall have the same voting privileges except for the Immediate Past President and the CSNS Representative.

**Section 5.07-4. Voting Requirements.** Actions of the Executive Committee require a simple majority vote of a quorum of Executive Committee members in order to be considered valid. Votes will be verbal and public unless a confidential written ballot is requested by any voting Executive Committee member. All Executive Committee members have an equal right to call for a confidential written ballot on any agenda item being considered before the Executive Committee at any Executive Committee meeting.

There will be no vote by proxy. Videoconference or teleconference participants may vote and will not be considered proxy so long as the member participates for the entire Executive Committee meeting.

**Section 5.07-5. Additional Meetings.** Other meetings of the Executive Committee may be called at any time during the year by the Society President upon reasonable notice, or upon petition of three (3) members of the Executive Committee.

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## **ARTICLE VI – STANDING COMMITTEES**

### **COMPOSITION**

**Section 6.01.** The committees of this Society shall be composed of the members of this Society specially appointed by the President of the Society except as otherwise provided in these Bylaws. The President will make every effort to ensure that the Standing Committee members represent a representative cross-section of both regional practices within the United States and academic, private, and hospital-based practices to the fullest extent practically possible.

### **TERMS**

**Section 6.02.** The terms of the office of the Chairman and members of the Standing Committees shall be for two (2) years, unless otherwise provided in these Bylaws. Officers and Regional Directors of the Society may serve as committee members as well as committee chairman as specified by these Bylaws.

### **PURPOSE**

**Section 6.03.** It is the intention of this Society that the Standing Committees be formed for the purpose of more equitably allocating responsibilities within the Society, thereby stimulating the personal efforts of individual members on behalf of the Society.

No function outside those authorized by these Bylaws may be undertaken by any Committee without the approval of the Executive Committee. All Committees within this Society shall report directly to the Executive Committee and shall be directly responsible to the Executive Committee for the satisfactory performance of their delegated activities. Except as expressly provided herein, no Committee shall act without the authority of the Executive Committee.

### **REPORTS**

**Section 6.04.** Each Standing Committee shall submit a verbal report to the President of the Society at the regular annual Executive Committee meeting, as well as a written report to the Secretary thirty (30) days before each annual session and shall submit such other reports as the Executive Committee may require. Standing Committee Chairs shall be responsible for giving notice of, providing agendas for, and keeping minutes of each Committee meeting.

### **EXPENSES**

**Section 6.05.** Expenditures by Committees for activities or projects may be anticipated and included in the annual budget of the Society for presentation and approval by the Executive Committee. Other expenditures shall not be made, nor other obligations incurred without the consent and approval of the Executive Committee. Statements for approval of expenditures shall be certified by the Chairs of the various Committees and forwarded to the Treasurer for payment.

### **COMMITTEES**

**Section 6.06.** The Standing Committees continue from year-to-year. As soon as possible after assuming the duties of office, the President shall appoint the Chairman and members of each Standing Committee, giving due consideration to the recommendations of each Committee Chairman in selecting other members of each committee. The Standing Committees of this Society are:

**Section 6.06-1. Executive Committee** As outlined previously in Article V.

**Section 6.06-2. Nominating & Bylaws Committee**

- (a) **Composition.** The Nominating & Bylaws Committee will consist of at least three (3) members, including the Vice President of the Society, who shall act as Chairman and be considered one member. If the Vice President ascends to the Presidency prior to the end of his or her term, then the Executive Committee shall elect a successor to temporarily fill the vacancy until the next regular election cycle for that office is held at an annual session. As much as practically possible within membership numbers and member willingness, the other two (2) members shall be chosen from the three (3) other geographical regions (defined in Section 5.01) of the United States not represented by the Vice President of the Society. At minimum, at least one (1) member of the committee must come from a geographical region (defined in Section 5.01) of the United States not represented by the Vice President of the Society.
- (b) **Duties.** After soliciting the entire Society membership and all appropriate groups for recommendations, the Nominating & Bylaws Committee shall propose a slate of nominees of Society Officers and Regional Directors, in which vacancies shall occur (see Sections 4.06 and 5.04). The Nominating Committee shall present its slate of nominees to the Secretary not less than ninety (90) days prior to the annual session of the Society. The Secretary shall circulate the slate to the membership with the notice of the annual session as required in Section 8.01. Such communication may be conducted by electronic means in accordance

with the nomination process. The slate will be presented for a vote of approval at the business meeting held during the annual session.

It shall be the responsibility of the Nominating & Bylaws Committee to periodically review the Bylaws to ensure that they currently reflect the requirements of the Society and to consider and propose amendments to the Bylaws to the membership.

#### **Section 6.06-3. Membership Committee**

- (a) **Composition.** The Membership Committee will consist of at least four (4) members, including the four Regional Directors of the Society. Additional members will, as much as practically possible within membership numbers and member willingness, be selected from a cross-section of both the four (4) geographical regions (defined in Section 5.01) of the Society and academic, private and hospital-based practices.
- (b) **Duties.** It shall be the responsibility of the Membership Committee to propose and initiate activities relating to the recruitment of new members, and retention of existing members, to create, periodically review and update the Society membership application form, to review and investigate applicants for membership, and to maintain a roster of neurosurgical practice managers and administrators in the United States, including non-members of the Society.

#### **Section 6.06-4. Annual Meeting Committee**

- (a) **Composition.** The Annual Meeting Committee will consist of at least three (3) members including the Treasurer and the Vice President (President Elect) of the Society, who shall act as co-chairmen. As much as practically possible within membership numbers and member willingness, the other members shall be chosen from the other geographical regions (defined in Section 5.01) of the United States not represented by the Treasurer or Vice President of the Society. At minimum, at least one (1) member of the committee must come from a geographical region (defined in Section 5.01) of the United States not represented by the Treasurer of the Society.
- (b) **Duties.** It shall be the responsibility of the Annual Meeting Committee to plan the annual sessions in order to ensure the financial viability of the session, the fiscal responsibility of the Society, and coordination of the session registration fees and projected expenses with the annual budget, and to assist the Society Treasurer and accountants and auditors in preparing any necessary financial reports.

#### **Section 6.06-5. Research & Survey Committee**

- (a) **Composition.** The Research & Survey Committee will consist of at least three (3) members in good standing. As much as practically possible within membership numbers and member willingness, these committee members should represent all four (4) geographical regions (defined in Section 5.01).

- (b) **Duties.** It shall be the responsibility of the Research & Survey Committee to make studies concerning the practice of neurosurgery in the United States. This responsibility may take the form of any new research project deemed appropriate and potentially useful by the Executive Committee. It will at minimum include an annual survey of the Society membership regarding practical practice management benchmark data (e.g. staffing, workload, salaries, software/hardware support, case mix, third party payer mix, billing data, etc.). Data from Research & Survey Committee studies will be made accessible to all Active members of the Society as well as to Society affiliates at the discretion of the Executive Committee. The cost for access to the data will be at the discretion of the Executive Committee. Data from Research & Survey Committee studies will be safely and faithfully stored for potential future access and longitudinal analysis.

#### **Section 6.06-6. Editorial Committee**

- (a) **Composition.** The Editorial Committee will consist of at least four (4) members, including the Secretary of the Society, who shall act as Chairman and be considered one (1) member. As much as practically possible, within membership numbers and member willingness, the other three (3) members shall be chosen from the three (3) other geographical regions (defined in Section 5.01) of the United States not represented by the Secretary of the Society.
- (b) **Duties.** It shall be the responsibility of the Editorial Committee to oversee the publication of the Society's newsletter, bulletins and other internal publications. The committee shall also serve as the liaison with other professional society publications including, but not limited to the AANS, CNS and the CSNS, with the purpose of authoring and disseminating educational, informational and practice management papers and articles for publication. The committee shall solicit authors from the Society members for submission to the various publications in order to enhance general neurosurgical literature.

#### **Section 6.06-7. Education Committee**

- (a) **Composition.** The Education Committee will consist of at least three (3) members. The Society's Education Liaison shall be one (1) member of the committee. Additional members will, as much as practically possible within membership numbers and member willingness, be selected from a cross-section of both the four (4) geographical regions (defined in Section 5.01) of the Society and academic, private and hospital-based practices.
- (b) **Duties.** It shall be the responsibility of the Education Committee to create educational opportunities for Society members regularly throughout the year, including assisting the Financial & Annual Meeting Committee with the planning and content of the Society's annual session. The Education Committee shall also provide practice management expertise to the AANS, CNS and CSNS when called upon, and as appointed members of the various committees of each organization.

#### **Section 6.06-8. Long-Range Planning & Strategy Committee**

- (a) **Composition.** The Long-Range Planning & Strategy Committee will consist of at least five (5) society members, including the president and president elect, who shall serve as ex-officio members; and five (5) invited non-Society members. Members shall be added by invitation and based on past, present and future leadership qualities.
- (b) **Duties.** It shall be the responsibility of the Long-Range Planning & Strategy Committee to advise the Society on the future of neurosurgery practice management, to help develop a process to evaluate the sustainability of the Society's membership and to make recommendations to ensure the long-term viability of the Society. The committee shall conduct at least two (2) meetings each year with one to be held in conjunction with the Society's annual session.

### **SUB-COMMITTEES**

**Section 6.07.** The President may from time to time form and/or abolish such Sub-Committees as he/she deems appropriate. Sub-Committees shall function under the control of, and will report to, the Standing Committee under which they function. Chairs of Standing Committees may solicit the President of the Society for formation of a Sub-Committee, however, the responsibility and authority for establishing a Sub-Committee shall rest with the President. The Chairman and members of each Sub-Committee shall be appointed by the Chairman of the Standing Committee under which they function.

Members of a Sub-Committee do not automatically become members of the superseding Standing Committee unless they are appointed by the President within the parameters set out within these Bylaws (see Section 6.06).

### **SPECIAL COMMITTEES & APPOINTEES**

**Section 6.08.** The President shall have the authority to establish such Special Committees as he/she deems necessary. Special Committees shall be delegated functions that, to the fullest extent possible, do not conflict with the function of any Standing Committee. These committees may be augmented by appointment of additional members of the Society who are not members of the Executive Committee or any Standing Committee. Special Committees will automatically expire within fifteen (15) months of their creation unless reviewed and renewed by a majority vote of the Executive Committee. Special Committees that require repeated annual renewal should be considered by the Bylaws Committee for potential inclusion in the Society Bylaws as a Standing Committee through a Bylaws change.

**Section 6.08-1. Liaisons.** The President will appoint Liaisons to represent the Society to interact in various capacities with the AANS, CNS, and CSNS. Liaison positions will be reviewed and approved by the Executive Committee every three (3) years.

- (a) **Washington Liaison.** The Washington Liaison will serve as the NERVES representative on the AANS/CNS Washington Committee. The liaison is responsible for communicating legislative related issues to the NERVES membership and soliciting participation and feedback as



needed to support neurosurgery issues and the AANS/CNS Washington Committee's legislative agenda. The liaison reports on NERVES activities during two meetings per year in Washington, DC.

- (b) **CSNS Liaison.** The CSNS Liaison will serve as a facilitator between NERVES and the CSNS. The liaison has an ex-officio role, along with the current NERVES President, on the CSNS Executive Committee, and also serves on various other Standing Committees such as the Communication and Education Committee, and the Medical Practice Committee, as needed by the CSNS. The liaison has a duty to report to both the CSNS and to NERVES the activity of both groups and try to help in developing synergies between both organizations. The liaison attends both CSNS General Meetings that are held in the spring and fall in conjunction with the AANS and CNS annual meetings and attends the summer and winter meetings of the CSNS Executive Committee.
- (c) **Education Liaison.** The Education Liaison will serve as the NERVES representative on the AANS and CNS Education, or similarly related, Committee he or she is appointed to serve on by the respective organizations' leadership. The committees meet twice a year at the AANS and CNS meetings, and as otherwise scheduled by the respective organizations. The role is to coordinate educational and practice management activities between the organizations, NERVES & AANS, NERVES & CNS. The liaison provides reports at both AANS and CNS meetings on NERVES membership and any educational activities that the organizations are working on together.

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## ARTICLE VII – DELEGATES

### GENERALLY

**Section 7.01.** The President of the Society will serve as Society Delegate for the Council of State Neurosurgical Societies of the AANS and the CNS. The CSNS Liaison will serve as an alternate Delegate.

### COMPOSITION

**Section 7.02. Council of State Neurosurgical Societies.** The number of Delegates and Alternates shall be determined by reference to the Articles of Incorporation, Constitution, Bylaws, and Rules and Regulations of the Council of State Neurosurgical Societies and of its constituent societies. At the time of approval of this 2002 version of the Society Bylaws, the Society will be allowed one (1) Delegate and one (1) Alternate to participate in CSNS affairs as a non-voting member.

### TERMS OF OFFICE: ELECTION

**Section 7.03. Council of State Neurosurgical Societies.** Delegates and Alternates shall serve for the period of their term of office as President and CSNS Liaison of the Society, respectively (one year for each). The new Delegate and Alternate will automatically assume their respective positions after successful election to their respective Society office as outlined in Section 4.02.

### DUTIES

**Section 7.04.** The Delegate and Alternate to the Council of State Neurosurgical Societies shall faithfully represent the interests of this Society and all neurosurgery practice managers and administrators within the Council of State Neurosurgical Societies. The Executive Committee shall inform the Delegate and Alternate concerning the policies of the Society. The Delegate and Alternate shall to the fullest extent possible carry out the policies of the Society.

### **REPORTS**

**Section 7.05.** All Society Delegates shall submit written reports of their activities not less than thirty (30) days prior to each annual session of the Society. The President may also request reports to the Executive Committee or the membership at their annual sessions.

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### **ARTICLE VIII – ANNUAL AND SPECIAL SESSIONS**

**Section 8.01.** This Society shall hold an annual session at such time and place as has been fixed by the Executive Committee. Whenever possible, the annual session will be scheduled to coincide or overlap with the dates of the biannual CSNS meeting in order to allow for maximum interaction between the two separate societies and economically conserve Society funds regarding the availability of subject matter expert speakers.

**Section 8.01-1. Notice.** Notice of such session shall be mailed not less than ninety (90) days before the date of the session. The notice shall state the place, date, and time of the session.

**Section 8.01-2. Quorum.** The voting membership in attendance at any annual session shall constitute a quorum for the transaction of business.

### **ORGANIZATION AND PLANNING**

**Section 8.02.** Organization and planning of the annual session will be the responsibility of the Financial & Annual Meeting Committee (see Section 6.06-4). The Vice President (President Elect) will serve as Program Chairman and a Local Arrangements Chairman will be appointed annually by the Financial & Annual Meeting Committee, who will work closely with the Financial & Annual Meeting Committee and the annual session Program Chairman. The Program Chairman will be responsible for the majority of the organization and planning of the designated annual session with the approval and oversight of the Financial & Annual Meeting Committee. They will make all arrangements necessary for the conduct of the business in conjunction with the Society Secretary, notice of the sessions, registration, organization of rooms and audiovisual support for business technical exhibits, and printing of programs.

### **REGISTRATION**

**Section 8.03.** Every member attending an annual session shall have his/her name officially registered. When the right to membership has been officially verified, that member shall receive a badge which shall be evidence of his/her right to attend that session. No member shall take part in any of the proceedings of an annual session until he/she has complied with the provisions of this section.

### **FEES AND BUDGET**

**Section 8.04.** The annual session Program Chairman will work closely with the Society Treasurer and the Financial & Annual Meeting Committee in order to plan the session registration fees and general Society financial support for the meeting in a way that will optimize member attendance, while at the same time, ensure fiscal responsibility within the Society.

### **RESOLUTIONS**

**Section 8.05.** All resolutions and similar actions issued to the public or to other organizations in the name of this Society shall be first approved by the Executive Committee. Resolutions should be submitted to the Secretary for placement on the agenda and consideration at the next Executive Committee meeting.

### **SPECIAL SESSIONS**

**Section 8.06.** Special sessions shall be held at such time and place as shall be fixed by the Executive Committee. Notice of special sessions and the subject or subjects to be presented shall be mailed or may be conducted by electronic means to each member of the Society not less than ten (10) nor more than ninety (90) days before the date of the session.

**Section 8.06-1. Special Sessions Called By the President or the Executive Committee.** Special sessions of the membership may be called by the President upon approval by the Executive Committee, or by a majority vote of the Executive Committee.

**Section 8.06-2. Special Sessions Called By Members.** Special sessions of the membership can be called by five percent or more of the Active members for any lawful purpose, upon written request to the President or Secretary. Upon receipt of such written request, the Executive Committee 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 the request. If such notice is not given within twenty (20) days, the person(s) making the request for such a special session may give notice to the membership.

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## **ARTICLE IX - FUNDS AND EXPENDITURES**

**Section 9.01.** Funds of this Society shall be raised by 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. Annual session registration fees shall be considered an example of a voluntary assessment. Mandatory assessments other than annual dues require the approval of a three-quarters (3/4) vote of a quorum of the Executive Committee. Funds may also be derived by voluntary contributions; from bequests, by income from any Society publication, and in any other manner approved by the Executive Committee.

**Section 9.02.** Funds may be appropriated by the Executive Committee to defray the expenses of this Society and for such other purposes as will promote the welfare of neurological surgery practice management and neurological surgery in general.

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## **ARTICLE X – RULES OF ORDER**

**Section 10.01.** The deliberations of this Society shall be governed by parliamentary usage as contained in the latest edition of Robert's Rules of Order when not in conflict with these Bylaws.

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## **ARTICLE XI – AMENDMENTS**

**Section 11.01.** The Bylaws may be amended from time to time by the affirmative vote of two thirds (2/3rds) of the Board Members then in office, at a meeting of the Board called for the purpose of considering an amendment to the Bylaws. Members will be notified at the next regularly scheduled meeting following the action of the Board, changes to the bylaws will be presented to the members at the business meeting for their approval. Amendments to the Bylaws of the Association may be submitted by any Voting Member at a meeting and may be adopted by a majority vote of the Voting Members present. Any notice of a meeting of Members at which Bylaws are to be adopted, amended, or repealed shall state that the purpose, or one of the purposes, of the meeting is to consider the adoption, amendment, or repeal of Bylaws and contain or be accompanied by a copy or summary of the proposal.

**Section 11.02.** Unless the Articles provide otherwise, any action that may be taken at any annual, regular, or special meeting of the Members may be taken without a meeting if the association delivers a written ballot to every Member entitled to vote on the matter. Such written ballot shall set forth each proposed action and provide an opportunity to vote for or against each proposed action. Approval by written ballot pursuant to this section is valid only when the number of ballot responses equals or exceeds twenty percent (20%) of the outstanding votes entitled to be cast on a matter. All solicitations for votes by written ballot shall state the percentage of responses necessary to approve the matter and specify the time by which a ballot must be received by the Association in order to be counted. If the requisite number of votes have been cast on a matter, then the votes of the majority shall be the action of the members. A written ballot may not be revoked. Such written ballot may be conducted by electronic means in accordance with the Act.

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## **ARTICLE XII – EXECUTIVE SECRETARY**

**Section 12.01.** The Executive Committee may appoint and/or employ a full or part-time Executive Secretary who shall assist the Executive Committee and the Officers of the Society in the performance of their duties.

**Section 12.01-1.** Duties. The Executive Secretary shall act as general administrative officer and business manager of the Society and attend the annual session of the Society and the meetings of the Executive Committee.

**Section 12.01-2.** Report. The Executive Secretary shall submit a report annually to the Executive Committee summarizing operations of both the Executive Committee and the Society in general for the prior year.

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### **ARTICLE XIII– INDEMNITY**

**Section 13.01.** NERVES shall indemnify to the maximum extent permitted by law each Officer, Director, or Committee Member and each person who has served at its request as a Director or Officer or representative to another entity, and each former such person (“covered persons”) against expenses (including reasonable attorneys’ fees), judgements and fines actually and necessarily incurred by such Officer, Director, or Committee member in connection with the defense of any action, suit, proceeding, or whatever nature, whether civil, criminal, legislative, administrative or investigative, in which such covered person is made a party by reason of serving NERVES in such capacity. This indemnification includes amounts paid or incurred in connection with reasonable settlements.

**Section 13.02.** This indemnification extends to any criminal action, suit, investigation or proceeding, provided that the same shall be dismissed against such covered person or that such covered person shall be found not guilty. Such indemnification likewise extends to a criminal action, suit, investigation or proceeding that is terminated by a plea of nolo contendere, or its equivalent, to a charge of misdemeanor, provided that the conduct complained of on the part of the covered person was done in good faith and with the belief that it was in the best interest of NERVES and on the reasonable assumption of its legality.

**Section 13.03.** No such reimbursement or indemnification shall relate to any expense incurred in connection with any matters as to which such covered person has been adjudged to be liable for negligence or misconduct in the performance of any duty.