



# 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 (also known by its acronym, "NERVES"), Incorporated. For purposes of these Bylaws, the organization shall be referred to as the Society.

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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 two capacities:

- a. Administrator, executive or practice manager of a private, academic or hospital-based neurosurgery practice, or a combination thereof.
  - 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 this Section 3.01.

**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 and is of good moral character.

**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 the Society shall absent himself/herself from neurosurgical practice management for the greater part of a year by reason of illness, post-graduate studies, employment transition, or other reason acceptable to the Executive Committee of the Society, that member may apply in writing to the Executive Committee 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 annual dues; however, they shall not have the right to vote, and may not hold Society positions such as Executive Committee, Officer, Delegate, Chair of any Committee, or other similar appointments or duties. However, the Executive Committee, at its discretion, and by affirmative majority vote, may override the previous sentence to allow the inactive member to continue in his/her Society position(s), if it is for the benefit of the Society to do so at that time.

Upon return to active neurosurgical practice management, the member must, within ninety (90) days, apply in writing to the Executive Committee requesting reinstatement of the member's original

status. All privileges held before transfer to 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. Nominations for Honorary membership shall be initiated with the endorsement of two (2) Active members submitting the prescribed form to the Chair of the Membership Committee. If a nominee is approved by a majority vote of the Membership Committee, the nominee shall then be presented to the Executive Committee. If approved by a three-quarters (3/4) majority vote of the Executive Committee, the nominee shall immediately assume Honorary membership, with all rights and privileges.

Members approved for Honorary status shall not be required to pay annual dues; however, they shall not have the right to vote, and may not hold Society positions such as Executive Committee, Officer, Delegate, Chair of any Committee, or other similar appointments or duties.

**Section 3.04. Forms.** Membership application forms may be obtained from the Chair of the Membership Committee of this Society.

**Section 3.04-1.** Applications for membership along with payment of first year membership dues shall be submitted to the Chair of the Membership Committee, on the prescribed form provided by this Society.

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

#### **MEMBERSHIP CONFIRMATION**

**Section 3.05. Enrollment.** A notification of membership confirmation shall be sent to each Active and Honorary member. The name of each new member shall be enrolled upon the Society's official membership roster.

#### **RIGHTS AND PRIVILEGES**

**Section 3.06.** Active members in good standing shall be entitled to full privileges of this Society, shall be entitled to vote and hold any office or appointment. There shall be no vote by proxy. Honorary and Inactive members shall be entitled to all benefits and privileges of Active membership except as described in Sections 3.03-2. and 3.03-3.

#### **MAINTENANCE OF MEMBERSHIP**

**Section 3.07.** Maintenance of Active membership in this Society requires full payment of annual dues and special assessments as may be 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 3.08.** A member of this Society may be suspended or expelled for good cause as follows:

- (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 annual dues or special assessments of this Society.
- (e) Personal dishonesty, willful misconduct, breach of fiduciary duty, intentional failure to perform duties, willful violation of any law, rule, or regulation, lack of professionalism unbecoming to the Society, lack of diversity and inclusion values, or unwillingness to support the Society's mission, vision, and values.

**Section 3.08-1.** 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 SPECIAL ASSESSMENTS**

**Section 3.09. Annual Dues.** The amount of the Annual Dues 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. Annual 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>.

**Section 3.09-1. Special Assessments.** Special, non-renewable assessments may be levied on all member categories (including Active, Inactive and Honorary members) by a 3/4 vote of a quorum of the Executive Committee. Such Special Assessments will be billed by the Treasurer at a time determined by the Executive Committee. Such Special Assessments shall be paid by the member within three (3) months following billing or the status of the member may lapse.

**Section 3.09-2. Reinstatement.** A member whose membership has lapsed by reason of non-payment of Annual Dues or Special Assessments may be reinstated by paying the amount in arrears. The Executive Committee may waive the requirements for payment of the Annual Dues or Special Assessments in arrears with a three-quarters (3/4) majority vote of the Executive Committee, if it finds that unusual circumstances make that action advisable.

**Section 3.09-3. Illness or Injury.** When, because of serious illness or injury, a member is prevented from pursuing his/her practice management profession for six (6) months, then 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, together, referred to as the “Officers” of the Society.

### **ELECTION PROCEDURE**

**Section 4.02.** At least sixty (60) days prior to the Society’s Annual Member Meeting, the Officers shall form a Nominating Committee.

**Section 4.02-1. Nominating Committee Composition.** The Nominating Committee will consist of at least three (3) members, including the Vice President of the Society, who shall act as Chair and be considered one member. If practically possible after consideration of membership numbers and member willingness, the other two (2) members shall be chosen from the three (3) other Geographical Regions (defined below in Section 4.02-2.) not represented by the Vice President of the Society. At a minimum, at least one (1) member of the committee must come from a Geographical Region not represented by the Vice President of the Society.

**Section 4.02-2.** Geographical regions (“Geographical Regions”) shall be defined as follows for purposes of these Bylaws:

- (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

**Section 4.02-3. Nominating Committee Duties.** The Nominating Committee shall prepare and submit to the Executive Committee its slate of nominees for Officers to be elected at least forty-five (45) days prior to the Society’s Annual Member Meeting. At least thirty (30) days prior to the Annual Member Meeting, the Executive Committee shall 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 Executive Committee up to fifteen (15) days prior to the Annual Member Meeting.

**Section 4.02-4. Officer Duties.** Any current Officer may present the slate of Officers for a vote of approval by the members at the business meeting held during the Annual Member Meeting. Appointments will commence with the close of the Society's Annual Member Meeting.

#### **TERMS OF OFFICE**

**Section 4.03.** The President shall serve for a term of one (1) year. The Vice President shall serve for a term of one (1) year and then succeed to the Presidency. The Secretary and the Treasurer shall each hold office for a term of two (2) years. Terms will commence with the close of the Society's Annual Member Meeting.

#### **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 Society Officers, Executive Committee members, Delegates, Committees, and members concerning 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) Be a member of, preside over, and serve as Chair of the Executive Committee,
- (d) Serve as the Society's Alternate Delegate to the *Executive Committee of the Counsel of State Neurosurgical Societies*,
- (e) Report periodically to members regarding Executive Committee decisions,
- (f) Appoint all Society Committees other than the Nominating Committee
- (g) Be an ex-officio member of all Society Committees, other than the Nominating Committee,
- (h) Preside and officiate at all major functions of the Annual Member Meeting,
- (i) Call and hold Officer-only meetings for emergent, sensitive, or confidential issues that jeopardize the purpose, mission, vision or values of the Society and can be determined without the need of the full Executive Committee review and/or approval.
- (j) Perform such other services as custom, necessity and parliamentary usage require.

**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 Chair of the Nominating Committee and serve as a member of the Annual Meeting Committee.



The Vice President shall assist the President in the performance of his/her duties; 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 Chair of the Communications 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 Society 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 Executive Committee. The Treasurer shall cause all monies of the Society to be received and disbursed under the authorization of the Executive Committee and shall cause to be kept a full account of all monies received and paid out and report same to the Executive Committee at its regular meetings. The Treasurer shall cause all funds of the Society to be deposited promptly in such depositories as shall be designated by the Executive Committee. The Treasurer shall prepare an annual budget for approval by the Executive Committee prior to the fiscal year end, prepare statements of Annual Dues payments' by 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/her by these Bylaws or the Executive Committee.

#### **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 an uncompleted term, such office will be declared vacant. Vacancies in the office shall be filled in the following manner:

**Section 4.05-1. President.** The Vice President shall assume the office and duties of the President.

**Section 4.05-2. Vice President, Secretary or Treasurer.** The Executive Committee, by simple majority vote of those holding office, shall elect a successor to temporarily fill the vacancy and assume the duties of the office until the next regular election cycle for that office is held at an Annual Member Meeting.

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## **ARTICLE V – EXECUTIVE COMMITTEE**

### **COMPOSITION & PURPOSE**

**Section 5.01.** Composition. The Executive Committee shall consist of the President, the Immediate Past President, the Vice President, the Secretary, the Treasurer, four (4) Regional Directors with each of the 4 representing different Geographical Regions, and the appointed physician representative(s) 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 physician representative(s) will be non-voting members.

**Section 5.01-1.** Purpose. The Executive Committee shall have general charge of all the business affairs of this Society in the interim between the Annual Member Meetings 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 Annual Member Meeting of the Society, unless a majority of the Executive Committee votes to permit contracts or obligations that extend beyond the next Annual Member Meeting for the benefit of the Society’s continuing business operations, but in no event can such obligation extend for more than five (5) years.

### **ELECTION PROCEDURE**

**Section 5.02. Nominating Committee Duties.** The Executive Committee shall be elected pursuant to the election procedures described in Section 4.02 for the Officers (President, Vice President, Secretary and Treasurer). The Immediate Past President does not require an election process since it is an ex-officio position. The four (4) Regional Directors shall be elected by the same Nominating Committee and process described in Section 4.02 while ensuring each of the 4 Regional Directors represents a different Geographical Region. The physician representative(s) from CSNS shall be appointed by the Society Officers.

### **TERMS OF OFFICE**

**Section 5.03.** The term of office of Regional Directors shall be two (2) years. If a Regional Director moves out of his/her geographic region at any point during his/her term, such Regional Director may maintain the position throughout the remainder of the term. No member may simultaneously hold office as both a Regional Director and as Society Officer. Should a Regional Director be elected as a Society Officer, he/she shall immediately vacate the Regional Director position

which shall subsequently be filled for the remaining duration of the elected term as outlined in Section 5.05. The terms of office of the other members of the Executive Committee are provided in Section 4.03.

### **GENERAL POWERS AND DUTIES**

**Section 5.04.** 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 5.04-1. 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 and assist the Society Treasurer and accountants and auditors in preparing any necessary financial reports.

**Section 5.04-2. Committees.** The Executive Committee shall have the general power to create and endow authority upon Committees of the Society including but not limited to Standing, Sub-Committees of Standing Committees, Special Committees, Liaisons to National Organizations, and Advisory Boards. The Executive Committee shall monitor Committee productivity and progress as described in a separate business document prepared and maintained by the Society, which may change from time to time, detailing information such as Committee names, composition, types, terms, purposes, reports and expenses. It is not necessary for Society Committees to be specifically listed in these Bylaws.

### **VACANCIES**

**Section 5.05.** When a vacancy occurs in the office of a Regional Director of this Society, an alternate Regional Director from the same Geographical Region shall be appointed within thirty (30) days by the Executive Committee. The alternate Regional Director shall immediately assume the office for the un-expired term. For vacancies of Officers, see Section 4.05.

### **MEETINGS**

**Section 5.06.** The Executive Committee shall hold an annual Executive Committee Meeting approximately six (6) months prior to the Society's Annual Member Meeting.

**Section 5.06-1. 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 5.06-2. Quorum.** A majority of the voting members of the Executive Committee shall constitute a quorum.

**Section 5.06-3. Voting Members.** All the members of the Executive Committee shall have the same voting privileges except for the non-voting Immediate Past President and the non-voting CSNS Physician Representative.

**Section 5.06-4. 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, unless stated otherwise in these bylaws. 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. The Executive Committee may also vote on actions by electronic mail, in the absence of a verbal or confidential written ballot vote. Videoconference or teleconference participants may vote and will not be considered proxy so long as the member participates for the entire Executive Committee meeting. There will be no vote by proxy.

**Section 5.06-5. 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 – ANNUAL MEMBER MEETING AND SPECIAL SESSIONS**

**Section 6.01.** This Society shall hold an Annual Member Meeting at such time and place as has been fixed by the Executive Committee. Whenever possible, the Annual Member Meeting will be scheduled to coincide or overlap with the dates of the biannual CSNS meeting to allow for maximum interaction between the Society and the CSNS's two parent societies (AANS & CNS) and economically conserve Society funds regarding the availability of subject matter expert speakers who may also be speaking at the CSNS, AANS or CNS.

**Section 6.01-1. Notice.** Notice of the Annual Member Meeting shall be sent to Society members at least ninety (90) days before the date of the Annual Member Meeting. The notice shall state the place, date, and time of the Annual Member Meeting. Mail, email, video conference, e-newsletter announcement, or any other electronic means of delivery shall constitute notice.

**Section 6.01-2. Quorum.** The voting membership in attendance at any Annual Member Meeting shall constitute a quorum for the transaction of business.

### **SPECIAL SESSIONS**

**Section 6.02.** Special Sessions of the Society's members may be held at such time and place, and in such manner (including in person, video-conference, teleconference, or email vote or otherwise) as shall be fixed by the Executive Committee. Notice of special sessions and the subject or subjects to

be presented shall be sent to Society members at least ten (10) days before the date of the special session. Mail, email, video conference, e-newsletter announcement, or any other electronic means of delivery shall constitute notice.

**Section 6.02-1. Special Sessions Called By the President or the Executive Committee.** Special Sessions of the members may be called by the President upon approval by the Executive Committee, or by a majority vote of the Executive Committee.

**Section 6.02-2. Special Sessions Called By Members.** Special Sessions of the members can be called by five percent (5%) or more of the Active members for any lawful purpose, upon written request to the Executive Committee. Upon receipt, the Executive Committee shall set the date of the special session for a date that is thirty-five (35) to ninety (90) days after the receipt of the request. Notice shall be given as described in Section 6.02.

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## **ARTICLE VII - FUNDS AND EXPENDITURES**

**Section 7.01.** Funds of this Society shall be raised by Annual Dues and Special Assessments on each category of membership as provided in Section 3 of these Bylaws. The amount of Annual Dues and Special Assessments shall be established in the manner provided in Section 3 of these Bylaws. Funds may also be derived by voluntary contributions; vendor sponsorships, bequests, income from any Society publication, and in any other manner approved by the Executive Committee.

**Section 7.02.** Funds may be appropriated by the Executive Committee to defray the expenses of this Society and for such other purposes as will promote the mission, vision and values of the Society.

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## **ARTICLE VIII – RULES OF ORDER**

**Section 8.01.** 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 IX – AMENDMENTS**

**Section 9.01. Amendment by Executive Committee.** The Bylaws of the Society may be amended from time to time by the affirmative vote of two thirds (2/3rds) of the voting Executive Committee members then in office, at a meeting of the Executive Committee called for the purpose of

considering an amendment to its Bylaws. If the amendment to the Bylaws is approved by the Executive Committee's vote, the Executive Committee shall then notify its Members on or before the next regularly scheduled Annual Member Meeting of the changes to the bylaws.

**Section 9.01-1. Amendment by the Members.** Additionally, amendments to the Bylaws of the Society may be submitted by any Active Member at an Annual Member Meeting or Special Session and may be adopted by a majority vote of the Active Members present. Any notice of a meeting of Members at which Bylaws are to be modified (other than for non-substantive typographical corrections) 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 proposed amendment(s).

**Section 9.02.** Unless the Articles of Incorporation of the Society 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 Society 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 Society 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.

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#### **ARTICLE X – EXECUTIVE SECRETARY**

**Section 10.01.** 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 10.01-1. Duties.** The Executive Secretary shall act as general administrative officer and business manager of the Society and attend the Annual Member Meeting of the Society and the meetings of the Executive Committee.

**Section 10.01-2. 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 XI– INDEMNITY**

**Section 11.01.** The Society shall indemnify to the maximum extent permitted by law each Officer, Executive Committee Member, Committee member, or representative to another entity and each person who has served at its request as an Officer, Executive Committee Member, Committee member 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 covered persons 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 the Society in such capacity. This indemnification includes amounts paid or incurred in connection with reasonable settlements.

**Section 11.02.** 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 the Society and on the reasonable assumption of its legality.

**Section 11.03.** 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 gross negligence or willful and intentional misconduct in the performance of any duty.