

ARTICLES
of
INCORPORATION
and
BYLAWS



THE
WESTERN
NEUROSURGICAL
SOCIETY

THE WESTERN NEUROSURGICAL SOCIETY

ARTICLES OF INCORPORATION AND BYLAWS

FIRST EDITION 1966

SECOND EDITION 1973

THIRD EDITION 1975

FOURTH EDITION 1983

FIFTH EDITION 1996

SIXTH EDITION 2000

SEVENTH EDITION 2006

EIGHTH EDITION 2007

13

Names

Addresses

Edwin B. Boldrey

University of California Hospital
and Parnassus
San Francisco, California 1930

Frank M. Anderson

Boulevard
Los Angeles, California 511 S

H. G. Crockett

Brae St.
Los Angeles 57, California 302

John R. Green

Thomas Rd.
Phoenix, Arizona 316 West Ju

James R. St. John

Street

FOREWORD

The Western Neurosurgical Society was founded on February 25, 1955, and on advice of legal counsel was incorporated on August 11, 1966 following a prior approval of the membership. The Bylaws for conducting the present Society business have been approved and amended previously as the Constitution and Bylaws of the unincorporated Society.

CERTIFICATE OF INCORPORATION Certificate
Number 513634

STATE OF CALIFORNIA DEPARTMENT OF
STATE

To all whom these presents shall come, Greetings:

I, Frank M. Jordan, *Secretary of State of the State of California, hereby certify:*

That the annexed transcript has been compared with the RECORD on file in my office, of which it purports to be a copy, and that the same is full, true and correct.

In testimony whereof, /, Frank M. Jordan, Secretary of State, have hereunto

(SEAL)

caused the Great Seal of the State of California to be affixed and my name subscribed, at the City of Sacramento, in the State of California, this August 12, 1966.

Frank M. Jordan
Secretary of State

By Walter C. Stutler
Assistant Secretary of State

ARTICLES OF INCORPORATION OF THE WESTERN NEUROSURGICAL SOCIETY

ONE

The name of this corporation is:

The Western Neurosurgical Society

TWO

The purposes for which this corporation is formed, the specific and primary purposes for which it is formed being those set forth in the following paragraph (a) of this Article Two, and the powers with which it shall be vested are:

- (a) Specifically and primarily to foster neurological surgery as a specialized branch of medicine, and to promote the knowledge and skill of those who devote themselves to neurological surgery and allied specialties in accordance with the high ideals of the medical profession.
- (b) To promote scientific and social intercourse among its members.
- (c) To encourage the preparation of and to provide a forum for the presentation and discussion of scientific papers in the field of neurological surgery and allied specialties.
- (d) To do all acts necessary or expedient for the administration of the affairs and attainment of the purposes of the corporation, and to do all acts and exercise any and all rights and powers which a nonprofit corporation in the State of California may now or hereafter be authorized to do and exercise, all however pursuant to and in furtherance of the specific and primary purposes for which this corporation is formed as set forth in paragraph (a) of Article Two hereof.

THREE

This corporation is organized pursuant to the General Nonprofit Corporation Law of the State of California.

FOUR

The County in the State of California where the principal office for the transaction of the business of this corporation is to be located is Santa Barbara County.

FIVE

The number of directors of this corporation is five (5), and the names and addresses of the persons who are to act in the

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capacity of directors until the selection of their successors are:

Santa Barbara, California

The number of directors may be changed by a Bylaw adopted by the members of this corporation.

SIX

This corporation is the incorporation of an existing unincorporated association, to wit: **The Western Neurosurgical Society.**

SEVEN

This corporation has no capital stock, is not organized or operated for profit and is a corporation which does not contemplate pecuniary gain, profit or dividends to the members thereof. The property of this corporation shall not be used or operated by the corporation or by any other person for profit, or by the corporation or by any other person so as to benefit any officer, director, member, contributor, or any other person through the distribution of profits, payment of excessive charges or compensation, or otherwise. The property of this corporation shall not be used by the corporation or the members thereof for fraternal or lodge purposes or for social club purposes, nor for any other purpose except as shall be clearly incidental to the specific and primary purposes of this corporation. The property of this corporation at any time acquired is irrevocably dedicated to charitable purposes, and upon the liquidation, dissolution or abandonment of this corporation, will not inure to the benefit of any private person but shall be distributed to a fund, foundation or corporation organized and operated for purposes similar to those of this corporation as may be directed by decree of the Superior Court of the State of California in and for the County of Santa Barbara upon petition filed for that purpose by any party concerned in the liquidation, dissolution or abandonment.

EIGHT

The authorized number and qualifications of members of this corporation, the different classes of membership, the voting and other rights and privileges of members, and their liability to dues or assessments, and the method of collection thereof shall be as set forth in the Bylaws of this corporation .

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of California the undersigned, Edwin B. Boldrey and James R. St. John, being the president and secretary-treasurer, respectively, of **The Western Neurosurgical Society**, an existing unincorporated association, for the incorporation of which this corporation is formed, have executed these Articles of Incorporation this 20th day of August, 1965.

Edwin B. Boldrey
James R. St. John

STATE OF CALIFORNIA SS.

CITY AND COUNTY OF SAN FRANCISCO

On this 20th day of August, 1965, before me, the undersigned, a Notary Public in and for the said City and County of San Francisco, personally appeared Edwin B. Boldrey, known to me to be the President and one of the persons whose name is subscribed to the within instrument, and he acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, at my office in the said City and County of San Francisco the day and year in this certificate first above written.

(SEAL) MARCELLA ANN CAULFIELD

Notary Public in and for the City and County
of San Francisco, State of California.

Marcella Ann Caulfield

My Commission expires March 9, 1966

STATE OF CALIFORNIA SS.

COUNTY OF SANTA BARBARA

On this 14th day of July, 1965, before me, the undersigned, a Notary Public in and for the said County of Santa Barbara, personally appeared James R. St. John, known to me to be the Secretary-Treasurer of the within named unincorporated association and one of the persons whose name is subscribed to the within instrument, and he acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, at my office in the said County of Santa Barbara the day and year in this certificate first above written.

(SEAL) PATRICIA L. SMITH

Notary public in and for the County of
Santa Barbara, State of California

Patricia L. Smith

(Notarial Seal) STATE OF CALIFORNIA

SS.

CITY AND COUNTY OF SAN FRANCISCO

Edwin B. Boldrey, being duly sworn for himself deposes and says:

That he is the duly elected and acting President of The Western Neurosurgical Society, an unincorporated association; that he is one of the persons who executed the within Articles of Incorporation; and that said association has duly authorized its incorporation and has authorized him as President and James R. St. John as Secretary-Treasurer to execute said Articles of Incorporation.

Edwin B. Boldrey

Subscribed and sworn to before me
this 20th day of August, 1965.

(SEAL) MARCELLA ANN CAULFIELD

Notary Public in and for the City and County
of San Francisco, State of California.

Marcella Ann Caulfield

My Commission expires March 9, 1966

STATE OF CALIFORNIA

SS.

COUNTY OF SANTA BARBARA

James R. St. John, being duly sworn for himself deposes and says:

That he is the duly elected and acting Secretary-Treasurer of The Western Neurosurgical Society, an unincorporated association; that he is one of the persons who executed the within Articles of Incorporation; and that said association has duly authorized its incorporation and has authorized him as Secretary-Treasurer and Edwin B. Boldrey as President to execute said Articles of Incorporation.

James R. St. John

Subscribed and sworn to before me
this 14th day of July, 1965.

(SEAL) PATRICIA L. SMITH

Notary public in and for the County
of Santa Barbara, State of California

Patricia L. Smith
My Commission expires January 8, 1966

BYLAWS OF THE WESTERN NEUROSURGICAL SOCIETY

ARTICLE 1. MEMBERSHIP

Sec. A. The membership of the Western Neurosurgical Society shall be divided into four classifications:

1. ACTIVE
2. SENIOR
3. CORRESPONDING
4. HONORARY

Sec. B. Description of membership classification:

1. **ACTIVE.** Active membership shall consist of:

- a. Neurological Surgeons.
- b. Specialists in the collateral fields of neurology, neuroanatomy, neuro-ophthalmology, neuropathology, neurophysiology, and neuroradiology.

Total active membership shall be limited to 150. No more than 20 percent of the active membership at any time shall be other than neurological surgeons. No more than 15 new active members may be elected to the Western Neurosurgical Society, in any one year. Active members shall reside in the United States, Canada and Mexico; west of the eastern boundaries of Alberta, Montana, Wyoming, Colorado, and New Mexico and including the states of Alaska, and Hawaii.

2. **SENIOR.** Any active member who has been active for three years and has reached the age of 60 years or who has been an active category member of the Society for 20 years may apply to the Executive Committee for a change to senior category membership. Upon recommendation by the executive Committee and approval by majority vote of the membership at its Annual Meeting, the change shall be accomplished. Senior members may not hold office or chair Committees of the Society but shall retain all of the other rights and privileges of active memberships. Senior members shall be relieved of the requirement of attendance at Annual Meetings under Article X but shall be subject to annual dues as scheduled

by the Executive Committee. Senior members may return to active status by application to the Executive committee and majority approval of the membership.

3. CORRESPONDING. Corresponding Members shall reside beyond the geographic limitations established for active members. They shall be chosen because of their devotion and contributions to neurological surgery or allied fields as well as their interest in the Society. Excepting previous active members of the society, they shall not exceed ten in number and shall pay an initiation fee and dues as scheduled by the Executive Committee but will be exempt from the rules of attendance for active members. No initiation fee as a corresponding member will be required of active members moving out of the geographical range of the Western Neurosurgical Society and requesting corresponding membership.

Corresponding members shall not have the privilege of voting or holding elective office, but they may serve as Committee members of the Western Neurosurgical Society.

4. HONORARY. Honorary members shall be chosen from recognized leaders in the field of neurological surgery or its allied specialties and who are neither active nor corresponding members. They shall not be required to pay dues or initiation fees and shall enjoy all of the other privileges of membership except for voting or holding office. They shall be exempt from the rules of attendance. They shall not exceed five in number. There shall be no geographic limits for honorary members.

ARTICLE II. OFFICERS

Sec. A. The officers of the Society shall consist of a President, President-elect, Vice-president, Secretary-Treasurer, and Historian.

Sec. B. The Executive Committee shall consist of the President, President-elect, Vice-president, Secretary-Treasurer, Historian, immediate Past President and chairpersons of the Audit, Bylaws, Membership, Site selection and Program Committees. The President shall serve as Chairman of this Committee.

Sec. C. Terms of office of the President, President-elect and Vice President are one year; Secretary-Treasurer and Historian are three years

ARTICLE III. DUTIES OF OFFICERS

Sec. A. The President shall preside at all meetings and decide all questions of order. He or she shall appoint or delegate the appointment of all Committee members. The President shall vote only in order to break a tie in the Executive Committee or at a general membership meeting.

12 **Sec. B.** The Vice-president shall assume the duties of the President during the absence of the President.

Sec. C. The President-elect shall, in the absence of the President and Vice-president, preside and assume the usual duties of the President.

Sec. D. The Secretary-Treasurer shall keep a record of attendance, keep the minutes of each meeting, read all correspondence to the Society, keep a record of all transactions, send notices of all regular and special meetings, take charge of all correspondence of the Society, and keep records of the same. The Secretary-Treasurer shall also act as custodian of the funds of the Society and shall deposit all monies received by him or her to the account(s) of the Society; shall make all payments in the name of the Society; shall record all receipts, deposits, and disbursements; shall keep accurate records subject to inspection by the Auditing Committee; shall collect all dues; and shall notify all members not in good standing. He or she shall serve as a member of the Program Committee.

Sec. E. The Executive Committee shall have general supervision over the affairs of the Society. It shall:

1. Determine the time and place of the Annual Meeting.
2. Review all completed applications for membership from the Membership Committee and determine eligibility for voting by the Society general membership under Article III, Sec. E, 3 and Article IV, Sec. C, 4.
3. Have power of decision in the consideration of each candidate's eligibility and select those candidate members for ballot voting for Society membership at the annual business meeting.
4. Upon request of any active member, make a further investigation into an applicant's personal and professional qualifications.
5. Fill by appointment any vacancies occurring in an office except as provided under Article III, Secs. A and B.
6. Call special meetings when deemed necessary.
7. Invite all official guests to Annual Meetings after prior consultation with the Chairperson of the Local Arrangements Committee, the Chairperson of the Program Committee and the Chairperson of the Awards Committee (Article VII, Sec. C).
8. Establish the schedule of initiation fees and dues for the Society in accordance with Article VI.

Sec. F. Historian. The Historian shall preserve the Archives of the Society and shall, from time to time, prepare a report on request of the Executive Committee. He shall serve for a period of three years, subject to reelection, with a maximum of two consecutive terms.

ARTICLE IV. APPLICATION AND ELECTION TO MEMBERSHIP

Sec.A. The President shall appoint a Membership Committee consisting of three members whose duties shall be to review all applications for membership and to conduct careful investigations as to the personal and professional qualifications of the applicants.

Sec. B. Requirements for Membership include:

1. Certification by the American Board of Neurological Surgery, Canadian Fellowship, foreign equivalent, American Osteopathic Board of Surgery (Neurological Surgery), or other American Board for nonsurgical members shall be mandatory for active membership.
2. Prospective applicants must have presented a paper of scientific merit at an Annual Meeting of the Society.
3. Attendance at a minimum of one full meeting of the Western Neurosurgical Society is required within four years of becoming a member, (Article x).
4. Prospective members must observe high ethical standards of medical practice and must have a reputation of professional competence in the community in which they practice. They further must show evidence of having published in the scientific literature at some time in the past.

Sec. C. Procedure for Application for Membership:

1. Proposal for active or corresponding membership must be initiated by an active member who will serve as proposer for the applicant. The applicant shall obtain the necessary application form from the Membership Chairman and is responsible to see that, upon its completion, it is endorsed by supporting letters of two members and submitted to the Membership Chairman. Wherever possible, either the proposer or one of the sponsors should be from the community in which the applicant is currently practicing. Letters of support shall include a statement regarding the applicant's ethical behavior as it relates to his or her medical practice, professional competence, as well as any other general comments which may bear on the application.

2. The Chairman of the Membership Committee shall

forward the completed application to the Executive Committee at its interim meeting. The number of new members recommended shall be subject to the limitation in active membership in article I, Sec. B, 1 of these bylaws. The Secretary-Treasurer shall circulate these names approved by the Executive Committee to the general membership along with a brief summary of the qualifications of each applicant and the names of the applicant's proposer and sponsors, including the date and title of the applicant's scientific paper presented at the Annual Meeting. If the presentation of the paper is still pending, this shall be so indicated.

3. An application shall not be considered complete until the applicant has presented a paper at the Society's Scientific Meeting.

4. No applicant shall be voted upon for membership unless his/her application has been presented to the Executive Committee at its interim meeting, for that same calendar year. The Executive Committee shall have the final decision in the consideration of each candidate's eligibility and shall review the recommendations of the Membership Committee in its deliberations. The Executive Committee shall also be advised by the Chairman of the Program Committee of the name(s) of any prospective member(s) whose abstract was rejected by the Program Committee. Upon the recommendation of the Executive Committee, names of the prospective members shall be submitted to the membership in attendance at the following (next) business meeting of the Society. No candidate for membership shall be voted upon unless the Executive Committee has submitted that candidate's name for voting.

1. Election to membership shall be by ballot at the Business Meeting of each Annual Meeting, and, if three-fourths of the ballots are favorable, the candidate shall become a member.
2. Candidates for honorary membership are submitted to the Secretary-Treasurer alone with a written statement supporting such membership. This shall be reviewed by the Executive Committee at its interim meeting, of the year that an honorary candidate will be proposed to the general membership.
3. Readmission to the Society: After a member leaves the Society, he/she may be reinstated after completing an application and attending the next annual meeting. If the application is received within three years, no sponsors are needed, nor is presenting a paper required. If more than three years have elapsed, a complete new application is required including sponsors and paper presentation.

Sec. D. The names of all candidates who have not been submitted for a general membership vote by the Executive Committee and any candidates who have been submitted for membership voting but not elected shall be withdrawn and their sponsor notified. A new application for membership for these so designated candidates cannot be presented to the Membership Committee for a period of two years.

ARTICLE V. ELECTION OF OFFICERS

The Officers of the Society shall be elected by the Active and Senior Members, and from the active membership at each Annual Meeting and shall take office at the close of that meeting. The immediate Past President shall chair the Nominating Committee, and it shall consist of the Past President and two active members appointed by the President. The President shall not be eligible for reelection at any time. The Nominating Committee shall present a slate of offices for election at the annual business meeting. Additional nominations may be made from the floor. The election shall be by written ballot and the member receiving the greatest number of votes shall be declared elected to the office for which he was nominated.

ARTICLE VI. INITIATION FEES AND DUES

The Executive Committee shall establish a schedule listing, the initiation fee and the annual dues for membership categories in the Western Neurosurgical Society.

Active and corresponding members shall pay initiation fees and dues as scheduled by the Executive Committee. Honorary members shall not be required to pay an initiation fee or dues. Dues are payable in advance on or before January 1 and are delinquent after March 1. Any member in arrears for two years shall be notified by the Secretary-Treasurer in writing and, if he/she fails to pay his/her dues within two months thereafter, shall forfeit his/her membership. It shall be the duty of the Secretary-Treasurer to notify the Executive Committee of this forfeiture.

ARTICLE VII. GUESTS

Sec. A. The scientific meetings shall be open to any medical physician in good standing, and who has signed the register and has paid the registration fee. He or she is not eligible to take part in the social events of the Annual Meeting unless invited as a guest of a member or of the Executive Committee. The Local Arrangements Chairman may invite no more than five guests to the scientific sessions and welcoming cocktail party. Their registration fee will be waived, but they will be charged for any other social

activities that they plan to attend. The Local Arrangements Chairman must submit his/her guest list to the President for approval at least two months before the Annual Meeting.

Sec. B. At the request of any member, the Secretary-Treasurer may invite a guest to attend the Annual Meeting.

Sec. C. The Executive Committee shall be empowered to invite official guests of the Society. These guests may be partially or completely hosted by the Society at the discretion of the Executive Committee. Official guests shall be entitled to all of the privileges of Society members during the Annual Meeting except for attendance at business or executive sessions.

Sec. D. Notwithstanding other sections of Article VII, the Executive Committee may limit the number of guests permitted to attend any given meeting.

Sec. E. Members are responsible for registration and activity fees of their guests if payment is not received from the guests.

ARTICLE VIII. MEETINGS

Sec. A. The Western Neurosurgical Society shall meet annually at such time and place as is determined by the Executive Committee. There shall be an interim Executive Committee meeting, the date, time and location of which shall be set by the President. The agenda shall include planning, for the Annual Meeting, consideration of applications of candidate members, and any other necessary business matters. Chairmen of Special Committees are expected to attend and submit activity reports (Article IX).

Sec. B. There shall be at least one annual business meeting of the Society at which the order of business shall be as follows:

1. Reading of the Minutes of the last annual business meeting.
2. Report of the Secretary-Treasurer.
3. Report of the Executive Committee.
4. Appointment of the Audit Committee.
5. Reports of Special Committees.
6. Unfinished Business.
7. New Business.
8. Election of Members.
9. Report of Audit Committee.
10. Report of The Nominating Committee.
11. Election of Officers.

Sec. C. Members shall sign the permanent register of the Society as a record of their attendance. A special register shall be provided for guests.

Sec. D. Special meetings of the Society may be called on the advice of the Executive Committee. Every member shall be notified of the place and time of the meeting, at least one month in advance.

Sec. E. Four members of the Executive Committee are required for a quorum of the Executive Committee. Active and senior members present and voting at an Annual Meeting shall constitute a quorum at that meeting.

Sec. F. Parliamentary Authority. "Davis' Rules of Order-Revised" shall be the parliamentary authority in all matters not specified by the Bylaws.

ARTICLE IX. COMMITTEES

The President shall appoint the following standing committees, shall choose the number of committee members, unless otherwise designated in these Bylaws, and shall appoint a chairman for each committee.

Sec. A. Audit Committee, consisting of three active or senior members, whose duty it shall be to examine the financial accounts of the Secretary-Treasurer annually and report to the membership at the annual business meeting.

Sec. B. Program Committee, includes the Secretary-Treasurer. This Committee shall be responsible for arranging the scientific program of the Annual Meeting and CME accreditation. The Chairman shall outline and obtain budgetary approval of anticipated program expenses at the interim meeting of the Executive Committee. The Membership Chairman serves as a de-facto, non-voting member of this committee.

Sec. C. Local Arrangements Committee, whose duty it shall be to submit a plan for social and recreational activities with cost details during the Society's Annual Meeting in liaison with the Secretary-Treasurer and to report to the Executive Committee at its interim meeting.

Sec. D. Membership Committee, whose duty it shall be to evaluate candidates for membership and submit the names of those who fulfill criteria for membership to the Executive Committee (Article V, Sec. A; Article IV, Sec. C, 2).

Sec. E. Site Selection Committee, whose duty shall be to seek appropriate sites for future Annual Meetings of the Society and make site recommendations to the Executive Committee.

Sec. F. Bylaws Committee, whose duty it shall be to review the Bylaws and make recommendations for revision to the Executive Committee.

Sec. G. Nominating Committee, whose duty is selecting a slate of candidates for office (Article V) and nominating candidates for AANS and CNS Officers.

A. Nominations for AANS Officers: After the January 1st AANS Nominating Committee call for suggestions for nominations for Officers, Director-at-Large, and/or Nominating Committee member, the WNS Nominating Committee shall select two candidates for each office, and present such options, with thumbnail bio, to the Executive Committee at the spring Executive Committee meeting. The WNS Executive Committee shall vote and select one candidate for each office and communicate the nomination suggestions to the AANS Nominating Committee thereafter, but no later than September 1st.

B. Nominations for CNS Officers: The WNS Nominating Committee will select two candidates for each office including Officers and other elected positions as specified by the CNS, and present such options via email, with thumbnail bio, to the WNS Executive Committee no later than February 15th of each year. The WNS Executive Committee shall conduct an email vote and select one candidate for each office and communicate the nomination suggestions to the CNS Nominating Committee by March 1.

ARTICLE X. ATTENDANCE AND MAINTENANCE OF MEMBERSHIP

Active members are required to attend at least one out of every four consecutive Annual Meeting of the Society. Any active member failing to attend a minimum of one out of every four

consecutive meetings shall thereby automatically forfeit his/her active membership. Membership may also be forfeited for failure to maintain Board certification, unless retired, or for reasons deemed sufficient by the Society, which may be effected by a vote of three-fourths of the active members voting.

ARTICLE XI. SCIENTIFIC PAPERS

Sec. A. An abstract of all papers to be presented must be in the hands of the Program Committee three months before the meeting. The Program Committee shall exercise the right of accepting or rejecting all papers.

Sec. B. The time allotted for the presentation and discussion of a paper shall be at the suggestion of the Program Committee and is subject to approval of the Executive Committee. A tentative program shall be sent to each member by the Secretary-Treasurer two weeks prior to the stated meeting.

ARTICLE XII. AMENDMENTS

Amendments to these Bylaws may be proposed by any active member and must be submitted to the Executive Committee at its interim meeting for any balloting that calendar year. The Executive Committee may recommend a vote for or against any amendment, and the proposed amendment must be circulated to the active membership along with the recommendation of the Executive Committee at least two months prior to the Annual Meeting that year. Amendment of these Bylaws requires a two-thirds affirmative vote.