

## **RULES AND REGULATIONS OF THE AANS/CNS SECTION ON WOMEN IN NEUROSURGERY**

### **Article I – ORGANIZATION**

#### **Section 1.1. Name**

The name of the section shall be the AANS/CNS Section on Women in Neurosurgery

#### **Section 1.2. Organizational Purposes**

Section Mission Statement:

To **educate**, inspire, and encourage women neurosurgeons to realize their professional and personal goals, and to serve neurosurgery in addressing the issues inherent to training and maintaining a diverse and balanced workforce.

Women in Neurosurgery, herein referred to as “WINS” is structured to carry on charitable, education and scientific purposes relating to the common interest of neurosurgeons, particularly women neurosurgeons. It exists, jointly, as a section of the American Association of Neurological Surgeons, herein referred to as “AANS” and the Congress of Neurological Surgeons, herein referred to as “CNS”. The AANS is a 501(c) (6) organization and the CNS is a 501(c) (3) organization. The function of the Section is to:

- (a) Provide a forum wherein neurosurgeons can consider, discuss and share current knowledge and information in the medical field of neurosurgery and related subjects;
- (b) Sponsor meetings, forums and education seminars addressing neurosurgery and related subjects;
- (c) Sponsor the publication of written material in the field of neurosurgery and related subjects;
- (d) Develop and disseminate policy statements to heighten public awareness of issues associated with neurosurgery;
- (e) Enhance public and professional recognition of neurosurgery as a medical specialty;
- (f) Facilitate and enhance the role of women in neurosurgery through the above-specified and any other related purposes.
- (g) Advise the parent organizations regarding issues concerning women as neurosurgeons and of activities related to such issues by other individuals, groups or agencies.
- (h) Represent the parent organizations, at their discretion, at meetings or conferences pertaining to matters related to neurosurgery, especially as related to women.
- (i) Promote increased diversity in the neurosurgical workforce, through mentorship of underrepresented groups.

**The AANS/ CNS Section on Women in Neurosurgery will abide by the bylaws and mission of its parent organizations.**

## **ARTICLE II – Members**

### **SECTION 2.1. Members**

WINS shall have several classes of individual members in the following categories:

- (a) Active
- (b) Resident
- (c) Medical Student
- (d) Affiliate
- (e) Associate
- (f) International

In order to be eligible for Active Membership in WINS, individuals must be physicians duly qualified as neurosurgeons having completed a residency training program in the United States and its territories, Canada, or the Republic of Mexico, must be a dues-paying member of the AANS and/or CNS in any category, and must remit to WINS the current annual Membership dues. Resident and Medical Student members are encouraged to participate at meetings of the WINS, but will pay no dues. All female neurosurgery residents, North American and international, will be automatically granted membership. A third category, entitled “Affiliate” will consist of members of the other interested parties (e.g. non-health professionals) and will pay appropriate dues. Associate Members will consist of allied health professionals with a career interest and experience in neurosurgery. International members will consist of neurosurgeons outside of the United States and its territories, Canada, or the Republic of Mexico who have completed residency training and will pay appropriate dues to the Section.

Membership by special invitation to individuals with a specific indication to serve WINS may be offered, even if they are not members of the above categories.

### **SECTION 2.2. Rights and Obligations**

In addition to any other powers granted to Members pursuant to these rules and regulations, as may be amended from time to time, Members shall have exclusive power to perform the following on behalf of WINS

- (a) Amend statements of mission, philosophy or purpose;
- (b) Amend and repeal the Articles of WINS

### **SECTION 2.3. Meetings**

- (a) The Executive Committee will establish the date, place and time of annual meeting of the Members of the WINS. Special meetings of the Members may be held at any time on the call of a majority of the Members or at the request of the Chair, and shall be held at the

office of the WINS or at such other place as may be specified in the notice of the meeting.

- (b) Members may participate in and act at any meeting through the use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can communicate with each other. Participation in such meeting shall constitute attendance and presence in person at the meeting of the person or persons so participating.

#### **SECTION 2.4. Notice of Meetings**

Written or printed notice stating the place, day and hour of the meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than five (5) nor more than sixty (60) days before the date of the meeting, or in the case of a removal of one or more Executive Committee members, a merger, consolidation, dissolution or sale, lease or exchange of assets, not less than twenty (20) nor more than sixty (60) days before the date of the meeting, either personally, by mail or email, in writing by or at the direction of the Chair, or the Secretary or persons calling the meeting, to each Member entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the Member at his/her address as it appears in the records of the WINS, with postage thereon prepaid. Notice for a particular meeting need not be served on a Member waiving such notice by instrument, in writing, filed with the Secretary either before or after said meeting.

#### **SECTION 2.5. Voting**

Each Member shall be entitled to one vote upon each matter submitted to a vote at a meeting of Members. At all meetings of Members, a Member may vote in person or by proxy executed in writing by the Member, or by the Member's duly authorized attorney-in-fact.

#### **SECTION 2.6. Proxies**

A Member entitled to vote may vote in person or by proxy executed in writing by the Member or by that Member's duly authorized attorney-in-fact. No proxy shall be valid after eleven (11) months from the date of its execution, unless otherwise provided in the proxy.

#### **SECTION 2.7. Informal Action**

- (a) Any action required to be taken at a meeting of Members may be taken without a meeting and without a vote, if a consent in writing, setting forth the action so taken, shall be signed by the Members having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all Members entitled to vote thereon were present and voting.
- (b) If such consent is signed by less than all of the Members entitled to vote, then such consent shall become effective only if: (i) at least 5 days prior to the effective date of such consent, a notice in writing of the proposed action is delivered to all of the Members entitled to vote with respect to the subject matter thereof, and (ii) after the effective date

of such consent, prompt notice in writing of the taking of the organizational action without a meeting is delivered to those Members entitled to vote who have not consented in writing.

### **ARTICLE III – Executive Committee**

#### **SECTION 3.1. General Powers and Duties**

Subject to the powers reserved to the Members in Article II, the property, business and affairs of WINS shall be managed by its Executive Committee, and the Executive Committee may exercise all such powers of WINS as are authorized by law or by these Rules.

#### **SECTION 3.2. Number, Qualifications and Term of Office**

- (a) The Executive Committee shall consist of a minimum of four (4) Executive Committee members, herein referred to as “members,” who are officers, as elected by the Members. Other Executive Committee members will include persons appointed to chair various committees, organizational liaisons, and Ex-officio members as designated by the Chair.

#### **SECTION 3.3. Meetings**

- (a) The date, place and time of meetings of the Executive Committee shall be determined by the Executive Committee. The Executive Committee shall meet no less than two (2) times per year usually to correspond to the annual meetings of the Congress of Neurological Surgeons and the American Association of Neurological Surgeons. Special meetings may be called by the Chair or a majority of its members.
- (b) Committee members may participate in and act at any meeting of the Executive Committee or Joint Section committee through the use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can communicate with each other. Participation in such meeting either in person or through technological means shall constitute attendance and presence of the person or persons so participating.

#### **SECTION 3.4. Quorum and Manner of Acting**

A three-quarters majority of attendees present at the Executive Committee meeting shall constitute a quorum (not including Ex-officio members) and the act of a majority of the members present at any meeting at which there is a quorum shall be the act of the Executive Committee, unless the act of a greater number is required by the these Bylaws, as may be amended from time to time. A proposal to merge with another organization or to sell substantially all of the assets of WINS shall require the affirmative vote of two-thirds (2/3) of the members. No member may act by proxy on any matter.

**SECTION 3.5. Resignations**

A member may resign at any time by giving a written notice to the Executive Committee, or to the Chair or Secretary of WINS. Such resignation shall take effect at the time specified therein, or if no time is so specified immediately upon receipt by WINS.

**SECTION 3.6. Removal of Executive Committee Member**

Any member may be removed from the Executive Committee, with or without cause, by a majority vote of the members present at any regularly constituted meeting or special meeting called for such purpose, and at which a quorum is present.

**SECTION 3.7. Vacancies**

Vacancies on the Executive Committee shall be filled by the Executive Committee until the next annual or special meeting of the Members, at which time the Members shall elect a replacement Member to serve for the unexpired term of his or her predecessor in office.

**SECTION 3.8. Compensation**

No member may receive compensation for service as an Executive Committee member, but shall be entitled to reimbursement of expenses reasonably incurred as a direct result of carrying out any responsibility as a Director.

**SECTION 3.9. Notice**

Written or printed notice stating the place, day and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be given in writing by personal delivery or by mail to each member not less than five (5) nor more than forty (40) business days before the date on which the meeting is to be held, or in the case of a removal of one or more members not less than twenty (20) nor more than sixty (60) days before the date of the meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the member at the address as shown in the records of WINS which postage thereon prepaid.

Notice may be waived in writing by any member either before or after the meeting. Attendance at any meeting by a member shall be deemed to be a waiver of notice unless the member attends to object to the transaction of business because the meeting is not lawfully convened.

**SECTION 3.10. Informal Action**

Any action required to be taken at a meeting of the Executive Committee may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all the members.

## **ARTICLE IV – Officers**

### **SECTION 4.1. Election of Officers and Members-At-Large**

On an annual basis, one Member-At-Large, a Secretary, a Treasurer, and a Chair-Elect will be elected by the general membership. Nominations will be accepted in the fall. The Chair-Elect will assume the role as Chair the following year unless changed by a majority vote of the general membership or by the Executive Committee. The term of each Officer shall begin with the Spring Executive Board meeting and shall continue until the next annual election. The Member-at-Large will serve a 2 year term beginning at the Spring Executive Board meeting until the next Spring Executive Board meeting in 2 years.

### **SECTION 4.2. Chair**

The Chair shall preside at the meetings of WINS and of the Executive Committee, may appoint ex officio members of the executive committee, members and chairpersons of all committees, unless otherwise provided, and shall present an annual written report of the activities of WINS at the annual meeting. The Chair shall be an *ex officio* member of all committees and receive notice of their meetings.

### **SECTION 4.3. Chair-Elect**

The Chair-Elect shall perform all the duties of the Chair in the absence or inability of the latter to act, and has primary responsibility for coordination of planning efforts.

### **SECTION 4.4. Secretary**

The Secretary shall keep the minutes of the meetings of WINS and of the Executive Committee and conduct correspondence pertaining to the business of the same. The Secretary shall have the authority to certify these Rules, resolutions of the Executive Committee and committees thereof, and other documents of WINS, as true and correct copies thereof.

### **SECTION 4.5 Treasurer**

The Treasurer shall be responsible for the safekeeping of all funds and securities of WINS and shall see that proper records showing all financial transactions of WINS are maintained, and shall present financial reports to the Board and to WINS

### **SECTION 4.6 Members-At-Large**

One Member-At-Large will be elected annually and serve a two year term, such that there are two Members-At-Large on the Executive Committee at all times. Members-At-Large act in a manner representing the best interest of the general membership in all matters relating to WINS.

### **SECTION 4.7. Resignations and Removal**

Any Officer may resign at any time by giving written notice to the Chair or the Secretary of WINS and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Any Officer may be removed by the Executive Committee, with or without cause.

#### **SECTION 4.8. Vacancies**

A vacancy in any office shall be filled by appointment by the Executive Committee, such appointee to serve for the unexpired term.

### **ARTICLE V – Committees and Liaison Positions**

#### **SECTION 5.1 Membership Committee**

The Chair shall appoint an individual to chair the Membership Committee whose purpose is to maintain and expand the existing WINS membership. This committee will assure dues payment and present to the Board a list of proposed new members for approval on a semiannual basis.

#### **SECTION 5.2 Nominating Committee**

The Chair shall appoint an individual to chair the Nominating Committee for a term of three years, renewable at the discretion of the Chair, whose purpose is to solicit nominations for WINS officers, existing liaison positions, and elected positions for various neurosurgical organizations, such as the AANS, CNS, and American Board of Neurologic Surgery. The immediate past Chair and current Chair, will be standing members of the Nominating Committee.

#### **SECTION 5.3 Other Committees**

The Executive Committee, by resolution adopted by a majority of its members, may designate and create one or more committees, each of which shall consist of one or more Directors, which committees, to the extent provided in such resolution as amended from time to time, shall have and exercise the authority of the Executive Committee in the management of the WINS. The designation and creation of any such committees and the delegation thereto of authority shall not operate to relieve the Executive Committee, or any individual member, of any responsibility imposed upon her by law.

#### **SECTION 5.4 Liaison Position**

The Executive Committee, by resolution adopted by a majority of its members, may designate and create one or more liaison positions to other organizations or their committees, whose purpose is to represent the interests of WINS. Each position shall consist of one or more members, which positions, to the extent provided in such resolution as amended from time to time, shall have and exercise the authority of the Executive Committee in the management of the WINS. The designation and creation of any such committees and the delegation thereto of authority shall not operate to relieve the Executive Committee, or any individual Director, of any responsibility imposed upon her by law.

#### Section 5.5 Awards Committee

The chair shall appoint an Awards Chair to a 5 year term to head a committee designed to publicize, administer, and select awardees from the applicant pool for various WINS awards. The chair will also serve as the administrator for any Honor Your Mentor Funds associated with WINS.

### **ARTICLE VI – Auxiliary Organizations**

The Executive Committee may, at its discretion, appoint or approve the establishment of a group, or groups, designated to assist in the raising of funds and/or implementation of the programs of and for the benefit of WINS. The Executive Committee shall set the requirements for such groups that seek affiliation.

### **ARTICLE VII – Fiscal Matters**

#### **SECTION 7.1. Fiscal Year**

The fiscal year of the Organization shall commence on the first day of July of each year and shall end on the last day of June of each year.

#### **SECTION 7.2. Loans and Contracts**

No loan or contractual arrangement will be entered upon without the expressed approval of the parent organizations.

#### **SECTION 7.3. Checks, Drafts, and Deposits**

All deposits or checks, drafts, or other orders for the payment of money, notices or other evidences of indebtedness issued in the name of the WINS or to WINS, shall be signed or endorsed by the parent organization responsible for the administrative and financial affairs of WINS

### **ARTICLE VIII – Books and Records**

WINS shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Members and Executive Committee. All books and records of the WINS may be inspected by any Member, or his/her agent or attorney, for any proper purpose at any reasonable time. All books and records shall be kept by the then current Secretary and Treasurer of WINS a listing of all Members entitled to vote shall be kept at the registered office of the WINS.

## **ARTICLE IX – Amendments to Rules and Regulations**

The Rules and Regulations for WINS may be altered, amended, repealed, or restated at any meeting of the Executive Committee at which a quorum is present, by a vote of two-thirds (2/3) of its members present and voting, provided that the proposed amendment has been properly included in the notice of the meeting. All amendments must be ultimately approved by the parent organizations.

## **ARTICLE X – Conflict of Interest**

Any Executive Committee member who has an interest in a contract or other transaction presented to the Executive Committee or a committee for consideration shall make a prompt and full disclosure of his or her interest to the Executive Committee prior to its acting upon such contract or transaction. Such disclosure shall include any relevant and material facts known to such person about the contract or transaction which might reasonably be construed to be adverse to the organization's interest. All Executive Committee members and officers are required to complete the annual disclosure forms required by membership in either or both the AANS and CNS. If a member is not affiliated with either parent organization, the member will be required to complete a separate disclosure form, which will be held in the registered office of WINS.

The body to which such disclosure is made shall thereupon determine, by majority vote, whether the disclosure shows that a conflict of interest exists or can reasonably be construed to exist. If a conflict is deemed to exist, such person shall not vote on, nor use his or her personal influence on, nor participate (other than to present factual information or to respond to questions) in, the discussions or deliberations with respect to such contract or transaction. Such person shall not be counted in determining the existence of a quorum at any meeting where the contract or transaction is under discussion or is being voted upon. The minutes of the meeting shall reflect the disclosure made, the vote thereon and, where applicable, the abstention from voting and participation, and whether a quorum was present.

For the purpose of this Section, a person shall be deemed to have an "interest" in a contract or other transaction if he or she is the party (or one of the parties) contracting or dealing with WINS as a representative of the AANS or CNS, or is a director, trustee or officer of, or has a significant financial or influential interest in, the entity contracting or dealing with WINS, as a representative of the AANS or CNS.

## **ARTICLE XI—Order of Business**

Per Robert's Rules of Order

## **ARTICLE XII – Electronic Voting**

Voting by email or other electronic submission will be permitted at any time a vote is required.

## **ARTICLE XIII—Organizational Projects**

- (a) Any WINS member may propose a project to be initiated and completed by the Organization or request monetary support for a given project. All requests for such support equal or greater than \$2000 must be submitted in writing with a proposed budget and voted upon by the Executive Committee.
- (b) All WINS-sponsored events must be pre-approved by the Chair of WINS. All expenditures greater than \$250 must be approved by the WINS Executive Committee.

**ARTICLE XIV – Severability**

The invalidity of any clause, provision, or Article of these Rules shall not affect the validity or enforceability of the remaining clauses, provisions or Articles.

Accepted by the Executive Committee this 17<sup>th</sup> day of October 2021