



**BYLAWS
of**

**The AMERICAN ACADEMY of NEUROLOGICAL
and ORTHOPAEDIC SURGEONS**

A non profit corporation

ESTABLISHED 1977

CURRENT BYLAWS ADOPTED 1995

**Revised 2000
Reviewed 2003
Reviewed 2011
Revised June 2014
Revised June 2016
Revised January 2018**

**BYLAWS OF
THE AMERICAN ACADEMY OF NEUROLOGICAL
AND ORTHOPAEDIC SURGEONS**

ARTICLE I – NAME

Section 1. The name of this organization shall be The American Academy of Neurological and Orthopaedic Surgeons (AANOS), hereinafter named **Academy** or **AANOS**.

ARTICLE II - PURPOSE

Section 1. The **purpose** of this charitable, non-profit, scientific and educational society will be:

- i.** To provide Continuing Medical Education (CME) for physicians and surgeons in order to improve the standards of medical care for all patients and to help alleviate the suffering and pain of mankind.
- ii.** To provide State and Federal Licensing Boards with liaisonal information regarding CME accreditation for members of the Academy. This information is provided for members continuing licensure and credit with the Boards.
- iii.** To conduct scientific meetings, practical seminars, and publish professional publications related to the membership specialties.
- iv.** To maintain ethical standards for AANOS members and to maintain interaction with other recognized bodies and specialty associations.
- v.** To enhance patient care by promoting excellence in the fields of Neurological and Orthopaedic surgical specialties.
- vi.** To create a concrete bridge of understanding and cooperation which finally acknowledges the mutuality of surgical endeavors of interest in the fields of neurological and orthopaedic surgery in particular and all the relevant clinical neurosciences in general.
- vii.** To develop and support, either directly or in collaboration with other like-minded organizations, humanitarian activities and missions to serve those in need both nationally and internationally.

ARTICLE III - DUES

- Section 1.** Dues shall be kept at a strict minimum for this is a nonprofit and charitable society in the field of educational philanthropy for the benefit and improvement of patient care.

ARTICLE IV - AMENDMENTS

- Section 1.** Amendments to this document may be made by majority vote of the Board of Directors of the Academy or by vote of the Majority Membership.

ARTICLE V - OFFICES

- Section 1. Principal Executive Office** - The principal executive office of the AANOS shall be determined by the Board of Directors. For the purpose of corporate registration a third party agent may be utilized should the principal executive office be outside the State of Nevada, wherein the AANOS is incorporated.
Rev. June 2014

- Section 2. Other Offices** - Branches or subordinate offices may be established by the Board of Directors at such other places as may be desirable.

ARTICLE VI - MEMBERSHIP

- Section 1.** Membership for active members, physicians in training, semi-retired members and honorary members shall be restricted to Physicians and Surgeons (MD, DO, PhD) who have shown expertise and knowledge in a special area of Medicine and Surgery.
Rev. June 2014

Membership shall be requested by application:

The Board of Directors will establish specific guidelines and policies for the review of all membership applications. All applications will have final approval by the Chair of the Board after appropriate review and recommendation is made.
Rev. June 2014

- Section 2. Categories of Membership** - This association shall be composed of the following membership categories:
- A. ACTIVE MEMBERS** - Active members shall be medical or osteopathic physicians and PhDs who have qualified to be members of this association under the rules and regulations established by the qualification committee and who are currently in good standing with this organization by having paid all outstanding dues owing and assessable. Only active members shall be permitted to vote.
 - B. PHYSICIANS IN TRAINING AND MEDICAL STUDENTS**
Physicians who are serving in training programs accredited by the Accreditation Council for Graduate Medical Education or medical students may participate as associate members during their training. They shall have the right to attend all meetings of the association but shall not have the right to vote.

- C. HONORARY MEMBERS** - The Board of Directors at its annual meeting may elect such physicians or surgeons as it may desire as honorary members in recognition of outstanding contribution to the art and science of medicine or meritorious service to the Academy. Such members shall not have the right to vote or hold elected office, nor shall they be required to pay annual dues and special assessments.
- D. SEMI-RETIRED MEMBERS** - Active Status in the American Academy of Neurological & Orthopaedic Surgeons (AANOS) is defined as “semi-retired members and/or members experiencing financial hardship who have a desire to remain active members in the Academy. SR/FH members receive voting privileges, Journal subscription and the Annual meeting fees at a reduced annual membership dues rate of 50% of active membership. SR/FH members must attend at least one meeting within each three-year period and submit at least one article to the Journal within each two-year period during their active membership.
- E. AFFILIATE MEMBERS** - Affiliate membership in this Association shall be limited to those persons who have obtained distinction in fields allied to medicine and who are not otherwise eligible for membership. Nominated by component societies and approved by the Board of Directors, such members shall not have the right to vote or hold elected office, nor shall they be required to pay annual dues and special assessments.

Section 3. Place of Meeting - Meetings of members shall be held either at the principal executive office for the AANOS or at any other location within or without the United States of America which may be designated by written consent of all persons entitled to vote thereat. Rev. June 2014

Section 4. Annual Meetings - The annual meeting of members shall be held during the annual meeting or earlier as needed.

Section 5. Special Meetings - Special meetings of the members may be called for any purpose permitted under Chapter 78 of Nevada Revised Statutes at any time by the Board, the Chairperson of the Board (the President) or by members entitled to cast not less than twenty-five percent (25%) of the votes at such meeting. Upon request in writing to the Chairperson of the Board (the President) the Vice President, Treasurer or the Secretary, can ask for a special meeting. The Secretary shall cause notice to be given to the members entitled to vote that a special meeting will be held not less than thirty (30) nor more than sixty (60) days after the date of the notice.

Section 6. Notice of Annual or Special Meeting - Written notice of each annual meeting of members shall be given not less than thirty (30) nor more than sixty (60) days before the date of the meeting to each member entitled to vote thereat. Such notice shall state the place, date, and hour of the meeting and (1) in the case of a special meeting the general nature of the business to be transacted, or (2) in the case of the annual meeting, those matters which the Board, at the time of the

mailing of the notice, intends to present for action by the members, but, any proper matter may be presented at the meeting for such action. The notice of any meeting at which Directors are to be elected shall include such information, at the time of the notice, to be presented by management for election. Notice of a member's meeting shall be given either personally or by mail, or addressed to the member at the address of such member appearing on the books of the AANOS.

Rev. June 2014

Section 7. Quorum - Should the need arise for a meeting of the general membership to act on matters of extreme importance or disposition of substantially all the property and assets of the AANOS, a quorum of twenty five (25%) percent of the active members who may be entitled to vote will be required. The quorum may be achieved by proxy vote, where the option for proxy voting is disseminated with the meeting notice as outlined in Sections 5 and 6. Those present in person along with proxies they may hold at a duly called or held meeting at which a quorum is present may conduct business until adjournment, notwithstanding withdrawal of enough members to leave less than a quorum. If any action is taken (other than adjournment) and approved by at least a majority of the number of represented members (both present in person and by proxy) as noted above to constitute a quorum that action shall be considered legal and binding.

Rev. June 2014

Section 8. Adjourned Meeting and Notice Thereof - Any members' meeting, whether or not a quorum is present, may be adjourned from time to time. In the absence of a quorum (except as provided in Section 6 of this Article), no other business may be transacted at such meeting. In the event a quorum is no longer present, the meeting shall be recessed and resumed in no less than 30 days. Rev. June 2014

Section 9. Voting - The members entitled to notice of any meeting or to vote at such meeting shall be only persons who are members of AANOS on the record date determined in accordance with Section 8 of this Article. Each member shall be entitled to one vote.

Section 10. Record Date - The Board may fix, in advance, a record date for the determination of the members entitled to notice of a meeting or to vote, or any allotment of rights, or to exercise rights in respect to any other lawful action. The record date so fixed shall be not more than sixty (60) nor less than ten (10) days prior to the date of the meeting nor more than sixty (60) days prior to any other action. When a record date is so fixed, only members of record on that date are entitled to notice of and to vote at the meeting or to receive allotment of rights, or to exercise those rights as the case may be. A determination of members of record entitled to notice of or to vote at a meeting of members shall apply to any adjournment of the meeting unless the Board fixes a new record date for the adjournment meeting. The Board shall fix a new record date if the meeting is adjourned for more than forty-five (45) days. If no record date is fixed by the Board, the record date for determining members entitled to notice of or to vote at a meeting of members shall be the close of business on the business day next preceding the day on which notice is given or, if notice is waived, at the close of business on the business day next preceding the day of which the meeting is held. The record date for determining shareholders for any purpose other than as set forth in Section 9 or Section 11 of this Article shall be at the close of business on the date on which the Board adopts the resolution relating

thereto, or the sixtieth day prior to the date of such other action, whichever is later.
Rev. June 2014

Section 11. **Consent of Absentees** - The transactions of any meeting of members, however called and noticed and wherever held, are as valid as though had at a meeting duly held after regular call and notice, if a quorum is present either in person or by proxy, and if, either before or after the meeting, each of the persons entitled to vote, not present in person or by proxy, signs a written waiver of notice, or a consent to the holding of the meeting or an approval of the minutes thereof. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

Section 12. **Action Without Meeting** - Any action which, under any provision of law, may be taken at any annual or special meeting or members, may be taken without a meeting and without prior notice if a consent in writing, setting forth the actions so taken, shall be signed by the active voting 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 active voting members who are entitled to vote thereon were present and voted. Unless a record date for voting purposes be fixed as provided as Section 9 of this Article, the record date for determining members entitled to give consent pursuant to this Section 11, when no prior action by the Board has been taken, shall be the day on which the first written consent is given.
Rev. June 2014

Section 13. **Proxies** - Every person entitled to vote has the right to do so either in person or by one or more persons authorized by a written proxy executed by such member and filed with the Secretary not less than five (5) days prior to the meeting.

Section 14. **A.** The member shall retain his voting rights herein as long as he is current on all dues and special assessments and has otherwise complied with the bylaws of the associations and has not been removed as set forth below.

B. A member may lose his membership, rights and obligations for any one of the following reasons:

1. Expulsion from other societies associated with the Academy.
2. Voluntary resignation, which shall be without prejudice.
3. Revocation of the member's license to practice medicine, surgery or osteopathy.
4. The failure to maintain high degree of professional competency or a violation of accepted medical ethics.

C. A physician who has been refused membership in a component society or a member against whom disciplinary action or membership expulsion has been voted by a component society or Board of Directors shall have the right to appeal to the Academy of Neurological and Orthopaedic Surgeons Ethics and Grievance Committee, as well as the Judicial Committee of the Academy for further review, hearing and decision.

Section 15. The **duties of the Board of Directors** of the AANOS includes overseeing applications for membership and questions of member's conduct and ethics. The Board of Directors in conjunction with the Professional Conduct and Ethics Committee, shall take under advisement all questions of an ethical, personal, or judicial nature. Resolutions of such questions by the Board of Directors shall be final, except that appeal of such a decision of the Board of Directors may be taken to an open meeting of the AANOS. An affirmative vote of at least three-fourths (3/4) of the voting members present shall be required to reverse a decision of the Board of Directors.

Section 16. Termination and Suspension of Membership:
Upon recommendation by the professional conduct and Ethics Committee Chair, the board of Directors, by majority vote, may terminate or suspend membership or expel a member for conduct which that committee or the Board of Directors deems inimical to or inconsistent with the best interests of the AANOS, including, without limitation, flagrant violation of any provision of these bylaws or failure to materially satisfy membership requirements. The Board of Directors shall give the member who is the subject of the proposed expulsion, suspension or termination and including reasons therefore in writing by registered or certified mail. The member may submit a written statement to the Board of Directors or request an oral hearing regarding the proposed action not less than five (5) days before the effective date of the proposed expulsion, suspension or termination. The Board of Directors plus the Chairperson of the Professional Conduct and Ethics Committee, acting together as a review panel, presided over by the Chairperson of the Board, shall perform the following duties:

- A. Read the charges against the subject member;
- B. Require that the charges be verified by the testimony of the person or persons making them;
- C. Hear any other witnesses against the subject member;
- D. Allow the subject member to cross-examine each witness following the testimony of that witness;
- E. Allow the subject member to make a statement on his or her own behalf;
- F. Allow the subject member to call witnesses on his or her own behalf; and
- G. Allow the Members of the Board of Directors to question the witnesses after they have been questioned by the subject member.

Section 17. Hearing:
The hearing shall be conducted in good faith and in a fair and reasonable manner. The Board of Directors shall have the exclusive authority to determine the validity of the information presented regarding the proposed expulsion, suspension or termination.

Section 18. Suspended Member:

A suspended member shall not be entitled to exercise any of the rights of membership and shall not be entitled to use any of the facilities of the AANOS.

Section 19. Censorship:

The Board of Directors has the right to censure a member by a vote of not less than three-fourths (3/4ths) of the Board of Directors members present at a regular or special meeting of the Board.

Section 20. Reinstatement:

Anytime after the expiration of one year from the date of dismissal, the former member may apply in writing to the Board of Directors for reinstatement. The Board may request a review and recommendation of the reinstatement request by the Professional Conduct and Ethics Committee. If the former member is found to be qualified, he or she may be reinstated by a vote of not less than three-fourths (3/4ths) of the Board of Directors. A person dismissed twice for cause shall be ineligible for future membership.

Section 21. Renewal of Membership:

Each year all memberships may be renewed by the completion of a form, which may contain detailed questions regarding the members practice in his or her specialty and the payment of dues.

ARTICLE VII - DIRECTORS

The Board of Directors shall consist of the Chairperson of the Board (who will also serve as the President), Secretary, Vice Chairperson [also Vice President], and the Treasurer. Each voting member class or medical/surgical specialty represented in the Academy may have representation on the Board of Directors. In addition, one (1) each of the two (2) major specialties of Neurosurgery and Orthopaedic Surgery shall be represented on the Executive Committee as Secretary or Treasurer. *Rev. June 2016*

Section 1. Powers - Subject to limitation of the Articles of AANOS, of these Bylaws, and of actions required to be approved by the members, the business and affairs of the AANOS shall be managed and all corporate powers shall be exercised by or under the direction of the Board. The Chairperson of the Board shall oversee the day-to-day operation of the business of AANOS provided that the business and affairs of AANOS shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board of Directors. Without prejudice to such general powers, it is hereby expressly declared that the Board and its Chairperson of the Board (in between meetings of the Board with the Board's subsequent ratification) shall have the following Powers: *Rev. Jan. 2018*

- A.** To select and remove all of the officers, agents, and employees of the AANOS, prescribe the powers and duties for them as may not be inconsistent with law, or with the Articles of the AANOS or these Bylaws, fix their compensation, and require from them, if necessary, security for faithful services;
- B.** To conduct, manage, and control the affairs and business of the AANOS and to make such rules and regulations therefore not inconsistent with law, with the Articles of the AANOS or these Bylaws, as they may deem best;

- C. To adopt, make, and use a corporate seal, and to alter the form of such seal from time to time as in their judgment they may deem best;
- D. To borrow money and incur indebtedness for the purposes of the AANOS, and to cause to be executed and delivered therefor, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecation's or other evidence of debt and securities therefor.
- E. The Chair shall appoint an Executive Committee composed of at least five people who must be members of the Board of Directors. Requirements pertaining to the nomination process of specific Executive Committee Members shall be adopted by the Board of Directors as a policy of the Academy and may be modified from time-to-time as deemed appropriate by the Board. The Chair of the Board is automatically a member of the Executive Committee and will serve as its President. In addition, other members of the Executive Committee will be the Immediate Past Chair, Vice President (Vice Chair), Secretary and Treasurer as well as two (2) others as determined appropriate by the Chair. The members of the Executive Committee will serve a term of approximately two years to correspond with the period between annual meetings, from the time of their initial election. Members of the Executive Committee may serve more than one term, except for the Chair/President, who shall serve no more than one successive term. Individuals serving as the Chair/President may serve an additional term as Chair/President once a period of two terms has expired since the completion of their initial/previous term as Chair/President. *Rev. Jan. 2018*

Section 2. **Number and Qualification of Directors** - The authorized number of Directors shall be determined by the existing Board of Directors prior to business being conducted at the annual meeting or until changed by amendment of the Articles or by a bylaw duly adopted by approval of the Board of Directors amending this Section 2. *Rev. January 2018*

Section 3. **Election and term of Office** - All Directors shall be elected or confirmed at each annual meeting, but if any such annual meeting is not held or the Directors are not elected thereat, the Directors may be elected by the existing Board at any special meeting of the Board held for that purpose. In the case of a vacancy on the Board of Directors, the Chairperson may appoint Directors who shall be confirmed by the entire Board at their next scheduled meeting. Each director shall hold office for one term (approximately two years) or until such time as they resign or are removed by action of the Board of Directors. All Directors (except for the Chairperson) may serve a number of successive terms, but must be confirmed annually and comply with all other requirements and policies as may be set forth by the Board from time-to-time. *Rev. Jan. 2018*

Section 4. **Chairperson of the Board** - The Chairperson of the Board may only serve for one two-year term and may if financial circumstances permit receive expense reimbursement related to the disposition of his/her duties as approved by the Board of Directors and included in an annual financial report. The Chairperson of the Board shall also serve as the Chief Executive Officer (CEO) and President of AANOS – responsible for oversight of AANOS. The current Vice Chairperson will, upon approval of the Board of Directors at their annual meeting, automatically assume the position of Chairperson of the Board immediately following the completion of the Annual Meeting. The sitting Chairperson of the Board will preside at the Annual Meeting where the new Chairperson has been approved to succeed the Chairperson. *Rev. January 2018*

Section 5. **Vacancies** - Any Director may resign effective upon giving written notice to the Chairperson of the Board (President), Secretary, or the Board, unless the notice specified a later time for the effectiveness of such resignation. If the resignation is effective at a future time, a successor may be elected to take office when the resignation becomes effective.

Vacancies in the Board including those existing as a result of a removal of a Director, shall be filled by the member at a special meeting or by the Chairperson of the Board, and each Director so elected shall hold office until the next annual meeting or longer as per Chairperson of the Board and until such Director's successor has been elected and qualified.

A vacancy or vacancies in the Board shall be deemed to exist in case of the death, resignation or removal of any Director or if the authorized number of directors be increased, or if the voting members fail, at any annual or special meeting of members at which any Directors are elected, to elect the full authorized number of Directors to be voted for the meeting.

The Board may declare vacant the office of any Director who has been declared of unsound mind by an order of court or convicted of a felony.

The members may elect a Director or Directors at any time to fill any vacancy or vacancies. Any such election by written consent requires the consent of a majority of directors. If the Board accepts the resignation of a Director tendered to take effect at a future time, the shareholders shall have power to elect a successor to take office when the resignation is to become effective.

No reduction of the authorized number of Directors shall have the effect of removing any Director prior to the expiration of the director's term of office.

Section 6. **Vice Chair** – In the absence of the chairperson or in the event of his inability or refusal to act, the Vice Chairperson shall perform the duties of the Chair and when so acting shall have all the powers of and be subject to all the restrictions imposed upon the Chairperson. The Vice Chairperson shall serve a term of two (2) years. The primary duties of the Vice Chairperson shall be to assist the Chairperson. He may serve as liaison to other professional or learned societies, on direction by the Chairperson. He shall also serve as Vice President on the executive committee of the Board. The Vice Chair will also assume the duties and responsibilities of the Chair upon the Chair's death or resignation. In this instance only may the current Chair be eligible for a second consecutive term of office. Should the Vice Chairperson assume the office of Chairperson due to

death or resignation of the sitting Chairperson, a new Vice Chairperson shall be elected at the next meeting of the Board of Directors. The Vice Chairperson of the Board will automatically become Chairperson of the Board when the current Chairperson's term expires and the Board of Directors approves the Vice Chairperson's elevation to Chairperson as prescribed in Section 4 of this Article.

Rev. January 2018

A. Nomination of Vice Chairperson of the Board – The candidate for Vice Chairperson of the Board who will be elected in even years at the annual meeting of the Board of Directors, shall be nominated from among the members of the Executive Committee by the Nominating Committee of the AANOS.

B. Nominating Committee – A Nominating Committee will be selected by the current Chairperson of the Board, who will also serve as Chair of the Nominating Committee. Members of the Nominating Committee will be selected from among the current members of the Board of Directors. There will be five total members of the Nominating Committee including the Chairperson of the Board, the Vice Chair of the Board and the Immediate Past Chair of the Board (plus two additional members). Members of the Board who may also be possible candidates for Vice Chairperson of the Board should not serve as a member of the Nominating Committee, but may serve if the Board of Directors so desires. The Nominating Committee shall be selected no less than 90 days prior to the date of the upcoming annual meeting of the Board. The Nominating Committee shall meet to consider the candidates in an appropriate manner and circulate its nominee for Vice Chairperson of the Board no later than 30 days before the annual meeting of the Board of Directors.

C. Nominees for Vice Chairperson of the Board – Members of the Executive Committee who are interested in becoming Vice Chairperson of the Board must submit in writing a letter expressing such interest along with a completed questionnaire that will be provided by administrative staff. Letters of interest along with said questionnaire must be submitted to the current Chairperson no later than 60 days prior to the annual meeting of the Board of Directors through the office of the Executive Director. Only those candidates for Vice Chairperson who have been reviewed and approved by the Nominating Committee can be considered at the election held during the annual meeting of the Board.

D. Qualifications of Candidates for Vice Chairperson of the Board - Candidates for Vice Chairperson of the Board shall; be actively board certified, have served as a member of the Board of Directors for the past four (4) continuous years, have served on the Executive Committee as Secretary or Treasurer for at least one term within the past four (4) years, and have been an active dues paying member of the AANOS for at least 6 years.

E. Election of the Vice Chairperson of the Board – As indicated in Section 4 of this Article, “The current Vice Chairperson will, upon approval of the Board of Directors at their annual meeting, automatically

assume the position of Chairperson of the Board immediately following the completion of the Annual Meeting.” Election of the new Vice Chairperson as well as other Directors must occur after roll call is taken to determine if a quorum is present. If necessary, a written ballot shall be circulated to the members of the Board in order to conduct a confidential election. All qualified candidates as determined by the Nominating Committee will be identified in an appropriate manner prior to the election being conducted. If only one candidate is recommended by the Nominating Committee and no other qualified candidates are identified in advance of the meeting where elections are held, then an oral affirmation by the Board of Directors will elect the new Vice Chairperson of the Board. Nominations from the floor will not be permitted as only the proposed and properly vetted candidate of the Nominating Committee will be considered.

F. Assumption of Office – Once elections have occurred and a new Vice Chairperson of the Board has been selected, that individual will assume the office of Vice Chairperson of the Board and will hold that position for all subsequent meetings of the Board of Directors including the meeting where his successor is appointed / confirmed.

Sections A-F added January 2018

Section 7. **Secretary** – The Secretary shall keep the minutes of the meetings of the members and of the Board of Directors, give all notices in accordance with provisions of these bylaws or as required by law, be custodian of the society’s corporate records and the Seal of the Society and affix that seal to all documents, the execution of which on behalf of the society under its seal is duly authorized in accordance with the provisions of these bylaws. He or she shall keep a register of the addresses, telephone and facsimile numbers of each member, as furnished by the latter and, in general, perform all duties as from time to time may be assigned to him by the Chair or by the Board of Directors. He shall notify all members of the committees of their appointments and duties assigned to them. The Secretary shall serve at the pleasure of the Board and shall hold respective office until his / her resignation, removal or other disqualification from service, or until his / her respective successor shall be elected.

Section 8. **Treasurer** – The treasurer shall monitor the accounts of the AANOS and oversee the collection all the monies due to the AANOS. He / she and the Chair shall oversee the payment of all reasonable expenses of the AANOS. Treasurer shall have charge and custody and be responsible for all funds and securities of the AANOS, receive and give receipts for monies including those due and payable to the AANOS from any source whatsoever and deposit all such monies in the name of the AANOS in such banks, trust companies or other depositories as shall be selected by the Board. He / she shall keep a correct record of all monetary transactions, providing such records for audit, whenever so directed by the Board. He shall also serve on the Executive Committee of the Board as well as the Chair of the Budget and Finance Committee. *Rev. June 2016*

The Treasurer shall serve at the pleasure of the Board and shall hold respective office until his / her resignation, removal or other disqualification from service, or until their successors shall be elected by the Board or Appointed by the Chair of the Board.

Section 9. Past Chair – The immediate past Chair shall serve, as a voting member, on the Board of Directors and the Executive Committee of the Board for one two-year term upon completion of his term as Chairperson. In that same two-year term, and on appointment by the Chair, he may also serve as Parliamentarian, seeing that all meetings of the AANOS are conducted in accordance with good parliamentary rules, such as Robert’s Rules of Order. The immediate past Chair will also be responsible for the oversight of AFMA and certification related activities. Other duties may be assigned him / her by the Chairperson or the Board of Directors. After the initial two-year term as immediate past Chair, a past Chairperson may serve on the Board of Directors or Executive Committee if the Board of Directors deems such service to be appropriate and the past Chair is so nominated by his/her colleagues on the Board of Directors.

Rev. January 2018

Section 10. Place of Meeting - Any meeting of the Board shall be held at any place within or without the United States of America which has been designated from time to time by the Board. In the absence of such designation, meetings shall be held at the principal executive office of the AANOS.

Section 11. Regular Meetings - Immediately following each annual meeting of members the Board shall hold a regular meeting for the purpose of organization, selection of a Chairperson of the Board, election of officers, and the transaction of other business. Call and notice of such regular meeting is hereby dispensed with.

Section 12. Special Meetings - Special meetings of the Board for any purpose at any time by the Chairperson of the Board. Special meetings of the Board may also be requested by the President or the Secretary or by any two Directors. The Chair of the Board must honor such official requests and schedule a special meeting in an appropriate timeframe. Any special meetings of the Board shall be held upon at least four (4) days' written notice or forty-eight (48) hours notice given personally or by telephone or other similar means of communication (facsimile or email). Any such notice shall be addressed or delivered to each Director at such Director's address as it is shown upon the records of the AANOS or as may have been given to the AANOS by the Director for purposes of notice.

Rev. June 2014

Section 13. Quorum - A majority of the authorized number of directors constitutes a quorum of the Board for the transaction of business, except to adjourn as hereinafter provided. Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board, unless a greater number be required by law or by the Articles of the AANOS. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of Directors, if any action taken is approved by at least a majority of the number of Directors required as noted above to constitute a quorum for such meeting.

Section 14. Participation in Meetings by Conference Telephone - Members of the Board may participate in a meeting through use of conference telephone or similar communications equipment, so long as all members participating in such meeting can hear one another.

- Section 15. Waiver of Notice** - The transactions of any meeting of the Board, however called and noticed or wherever held, are as valid as though had at a meeting duly held after regular call and notice if a quorum be present and if, either before or after the meeting, each of the Directors not present signs a written waiver of notice, a consent to holding such a meeting or an approval of the minutes thereof. All such waivers, consents or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.
- Section 16. Adjournment** - A majority of the Directors present, whether or not a quorum is present, may adjourn any Directors' meeting to another time and place. Notice of the time and place of holding an adjourned meeting need not be given to absent Directors if the time and place be fixed at the meeting adjourned. If the meeting is adjourned for more than forty-eight (48) hours, notice of any adjournment to another time or place shall be given prior to the time of the adjourned meeting to the Directors who were not present at the time of adjournment.
- Section 17. Fees and Compensation** - Directors and members of committees may receive reimbursement for direct expenses, as may be fixed or determined by the Board of Directors if deemed financially feasible. Directors and members of committees will not receive any compensation other than such direct reimbursement of expenses. Rev. June 2014
- Section 18. Action Without Meeting** - Any action required or permitted to be taken by the Board may be taken without a meeting if all members of the Board shall individually or collectively consent in writing to such action. Such consent or consents shall have the same effect as a unanimous vote of the Board and shall be filed with the minutes of the proceedings of the Board. Further, consent or consents may be given electronically via facsimile or email communication or any other accepted form of communication that may be subsequently developed or generally accepted by legal standards. Rev. June 2014
- Section 19. Committees** - The Board may appoint one or more committees, each consisting of two or more Directors, and delegate to such committees any of the authority of the Board. Any such committee must be appointed by resolution adopted by a majority of the authorized number of Directors and may be designated an Executive Committee or by such other name as the Board shall specify. The Board shall have the power to prescribe the manner in which proceedings of any such committee shall be conducted. Unless the board or such committee shall otherwise provide, the regular or special meetings and other actions of any such committee shall be governed by the provisions of this article applicable to meetings and actions of the Board. Minutes shall be kept of each meeting of each committee

ARTICLE VIII - OFFICERS

- Section 1. Officers** - The officers of the AANOS shall be a Chairperson of the Board (who will also be the President and CEO), a Secretary and a Treasurer. The AANOS shall also have a Vice President and such other officers as may be elected or appointed in accordance with the provisions of Section 3 of this Article.

Rev. June 2016

- Section 2. Election** - The officers of the AANOS, except such officers as may be elected or appointed in accordance with the provisions of Section 3, Section 4, or Section 5 of this Article, shall be chosen annually by, and shall serve at the pleasure of, the Board, and shall hold their respective offices until their resignation, removal or other disqualification from service, or until their respective successors shall be elected.
- Section 3. Subordinate Officers** - The Board may elect, and may empower the Chairperson of the Board to appoint, such other officers as the business of the AANOS may require, each of whom shall hold office for such period, have such authority, and perform such duties as are provided in these Bylaws or as the Board, or the President may from time to time direct.
- Section 4. Removal and Resignation** - Any officer may be removed, either with or without cause, by the Board of Directors at any time, or, except in the case of an officer chosen by the Board, by any officer upon whom such power of removal may be conferred by the Board.
- Section 5. Vacancies** - A vacancy of any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed by these Bylaws for the regular election or appointment to such office.
- Section 6. Chairperson of the Board** - The Chairperson of the Board shall be the chief executive officer (CEO) and President of the AANOS. The Chairperson shall preside at all meetings of the members. The Chairperson has the general powers and duties of management usually vested in the chief executive officer and the President of AANOS and such other powers and duties as may be prescribed by the Board. In the absence or disability of the Chairperson of the Board the Vice Chairperson (Vice President) shall act on his or her behalf and assume the powers and duties thereof. *Rev. June 2016*
- Section 7. Vice President** - In the absence or disability of the Chairperson of the Board, the the Vice President shall perform all the duties of the Chairperson, and when so acting shall have all powers of, and be subject to all the restrictions that are upon the Chairperson. The Vice President shall have such other powers and perform such other duties as from time to time may be prescribed for him/her respectively by the Chairperson or the Board of Directors. *Rev. June 2016*
- Section 8. Secretary** - The Secretary shall keep or cause to be kept, at the principal executive office and such other place as the Board may order, a book of minutes of all meetings of shareholders, the Board, and its committees, with the time and place of holding, whether regular or special, and if special, how authorized, the notice thereof given, the names of those present or represented at members' meetings and the proceedings thereof. The Secretary shall keep, or cause to be kept, a copy of the Bylaws of the AANOS at the principal executive office of the AANOS. The Secretary shall keep, or cause to be kept, at the principal executive office, a member register, or a duplicate member register, showing the names of the members, and their addresses. The Secretary shall give, or cause to be given, notice of all meetings of the members and of the Board and of any committees thereof required by these Bylaws or by law to be given, shall keep the seal of the AANOS in safe custody, and shall have such other powers and perform such other duties as may be prescribed by the Board.

Section 9. Treasurer - The Treasurer is the chief financial officer of the AANOS and shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and financial transactions of the AANOS, and shall send or cause to be sent to the members of the AANOS, and shall send or cause to be sent to the members of the AANOS such financial statements and reports as are by law of these Bylaws required to be sent to them. In absence of the Treasurer, the secretary may fulfill the above function(s) for the treasurer.

The Treasurer shall deposit or cause to be deposited all monies and other valuables in the name and to the credit of the AANOS with such depositories as may be designated by the Board. The Treasurer shall disburse or cause to be disbursed the funds of the AANOS as may be ordered by the Board, shall render to the Chair and Directors, whenever they request it, an account of all transactions as Treasurer and of the financial condition of the AANOS, and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors.
Rev. June 2014

Section 10. Agents - The Chairperson of the Board, any Vice Chairperson of the Board, the Secretary or Treasurer may appoint agents with power and authority, as defined or limited in their appointment, for and on behalf of the AANOS to execute and deliver, and affix the seal of the AANOS thereto, to bonds, undertakings, recognizance, consents of surety or other written obligations in the nature thereof and any of said officers may remove any such agent and revoke the power and authority given to him.

Section 11. Special Committees - The Chair of the American Academy of Neurological and Orthopaedic Surgeons will appoint a variety of committees as needed to effectively conduct the affairs of the AANOS. These committees and their members may be modified, deleted or added as appropriate. At present the committees are structured as follows:

1. MEMBERSHIP COMMITTEE

- a. AFMA Sub-Committee
- b. Credentials & Examination Sub-Committee
- c. Legal, Ethics & Grievances Sub-Committee
- d. Development Sub-Committee
- e. Lifetime Achievement Award Sub-Committee

2. CME COMMITTEE

- a. Education & Scientific Organizing Sub-Committee
- b. Scholarship Sub-Committee
- c. Journal Sub-Committee

3. BUDGET AND FINANCE COMMITTEE

Rev. June 2014

ARTICLE IX - AFMA

Section 1 Clarification - AFMA is a committee concerned with operating the Board Exam in different fields as approved by the Board of Directors of AANOS. AFMA is

not a separate, but connected organization to AANOS at all times. Chair of AFMA committee is supported by the Chairperson of the Board of AANOS or, in the event of Chairperson's absence, the Board of Directors of AANOS.

ARTICLE X - OTHER PROVISIONS

Section 1. Inspection of Bylaws - The AANOS shall keep in its principal executive office the original or a copy of these Bylaws as amended to date which shall be open to inspection by members at all reasonable times during office hours. Upon the written request of any member, made to the principal executive office of the AANOS, a copy of these Bylaws as amended to date will be provided.

Rev. June 2014

ARTICLE XI - AMENDMENTS

Section 1. These Bylaws may be altered, amended or repealed either by approval of a majority of the members entitled to vote or by the approval of the Board; provided, however, a Bylaw specifying or changing a fixed number of Directors or the maximum or minimum number or changing from a fixed to a flexible Board or vice versa may only be adopted by the approval by an affirmative vote of not less than two-thirds (2/3) of the AANOS's members entitled to vote.

ARTICLE XI - FISCAL YEAR

Section 1. The fiscal year of the AANOS shall begin on JANUARY 1 and end on DECEMBER 31 of each year.

Rev. January 2018

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