

ORGANIZATIONAL BYLAWS OF WOMEN IN NEUROSURGERY

Article I – ORGANIZATION

Section 1.1. Organization Name

The name of the organization shall be Women in Neurosurgery (“WINS”), an Illinois not-for-profit organization.

Section 1.2. Organizational Offices

WINS shall have and continuously maintain in Illinois a registered office and a registered agent whose office address is identical with such registered office, and may have other offices within or without the State of Illinois as the Executive Board may from time to time determine.

Section 1.3. Organizational Purposes

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.

WINS is structured to carry on charitable, education and scientific purposes relating to the common interest of neurosurgeons, particularly women neurosurgeons. It exists as a subsidiary of the American Association of Neurological Surgeons, a 501(c) (3) organization. The function of the organization 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; and
- (f) Facilitate and enhance the role of women in neurosurgery through the above-specified and any other related purposes.

In no event will the purposes of WINS include engaging in (1) regular business of a kind of ordinarily carried on for profit, (2) the performance of particular services for its members or (3) the practice of medicine.

SECTION 1.4. Not-for-Profit Organization

All of assets and earnings of the WINS shall be used exclusively for charitable, educational and scientific purposes relating to the common interests of neurosurgeons in accordance with Section 501 (c) (3) of the Code, in the course of which operation:

- (a) No part of the net earnings of the WINS shall inure to the benefit of, or be distributable to, its members, directors, officers, or other persons, except that the WINS shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein; and
- (b) Notwithstanding any other provision of these Bylaws, WINS' shall not carry on any other activities not permitted to be carried on by an entity exempt from Federal income tax under Section 501 (c) (3) of the Code. No part of the income of WINS shall inure to the benefit of any individual. Upon dissolution of WINS, the Executive Board, upon paying or making provisions for payment of all liabilities, contributes the remaining assets to a tax exempt entity with similar purposes as WINS.

ARTICLE II – Members

SECTION 2.1. Members

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

- (a) Active
- (b) Resident
- (c) Medical Student
- (d) Friends of WINS
- (e) Associate
- (f) International

In order to be eligible for Active Membership in WINS, an individual must be physicians duly qualified as neurosurgeons having completed a residency training program and must remit to WINS the current annual Membership dues. Resident and Medical Student members may participate at meetings of the WINS, but will pay no dues. All female neurosurgery residents will be automatically granted membership. A third category, entitled “Friends of WINS” 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 Canada who have completed residency training and will pay appropriate dues.

SECTION 2.2. Rights and Obligations

In addition to any other powers granted to Members pursuant to these Bylaws or under the Act or any other applicable law, 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
- (c) Appoint and remove the Directors of the WINS as provided in Article III, except appointment of the initial Directors designated pursuant to the Articles of WINS and
- (d) Adopt any dissolution, acquisition, merger or consolidation by the WINS or the sale, lease, mortgage or transfer of the WINS' real property, or of all or substantially all of the WINS' assets.

SECTION 2.3. Meetings

- (a) The Board of Directors 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 President, 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 Directors, 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 or by mail, by or at the direction of the President, or the Secretary/Treasurer 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/Treasurer 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 his duly authorized attorney-in-fact.

SECTION 2.7. 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 2.8. 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 either: (i) by all Members entitled to vote with respect to the subject matter thereof, or (ii) 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) In 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 Board

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 Board, and the Board may exercise all such powers of WINS as are authorized by law or by these Bylaws.

SECTION 3.2. Number, Qualifications and Term of Office

- (a) The Executive Board shall consist of a minimum of four (5) Directors who are officers, as elected by the Members. Other Board members will include persons appointed to chair various committees, organizational liaisons, and Ex-officio members as designated by the President.

SECTION 3.3. Meetings

- (a) The date, place and time of meetings of the Executive Board shall be determined by the Board. The Board of Directors 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 President or a majority of the Directors.
- (b) Committee members may participate in and act at any meeting of the Board or 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 shall constitute attendance and presence in person at the meeting of the person or persons so participating.

SECTION 3.4. Quorum and Manner of Acting

A three-quarters majority of Members of the Executive Board shall constitute a quorum (not including Ex-officio members) and the act of a majority of the Directors present at any meeting at which there is a quorum shall be the act of the Board of Directors, 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 Directors. No Director may act by proxy on any matter.

SECTION 3.5. Resignations

A Director may resign at any time by giving a written notice to the Board of Directors, or to the President or Secretary/Treasurer 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 Directors

Any Director may be removed from the Board, 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 Board of Directors shall be filled by the Board of Directions until the next annual or special meeting of the Members, at which time the Members shall elect a replacement Director to serve for the unexpired term of his or her predecessor in office.

SECTION 3.8. Compensation

No Director may receive compensation for service as a Director, 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 Director 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 Directors, 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. If mailed,

such notice shall be deemed to be delivered when deposited in the United States mail addressed to the Director at the address as shown in the records of WINS which postage thereon prepaid.

Notice may be waived in writing by any Director either before or after the meeting. Attendance at any meeting by a Director shall be deemed to be a waiver of notice unless the Director 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 Board of Directors may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all the Directors.

ARTICLE IV – Officers

SECTION 4.1. Election of Officers

The Secretary/Treasurer will be elected by the general membership during the Summer months annually. Nominations will be accepted at the spring membership meeting. The Secretary/Treasurer will ordinarily become President-Elect, then President in the subsequent two years unless changed by a majority vote of the general membership or by the Executive Board. The term of each Officer shall begin with the Autumn Executive Board meeting and shall continue until the next annual election.

SECTION 4.2. President

The President shall preside at the meetings of WINS and of the Executive Board, shall appoint 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 President shall be an *ex officio* member of all committees and receive notice of their meetings.

SECTION 4.3. President-Elect

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

SECTION 4.4. Secretary/Treasurer

The Secretary/Treasurer shall keep the minutes of the meetings of WINS and of the Board of Directors and conduct correspondence pertaining to the business of the same. The Secretary/Treasurer shall have the authority to certify these Bylaws, resolutions of the Board of Directors and committees thereof, and other documents of WINS, as true and correct copies thereof.

The Secretary/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 4.5. Resignations and Removal

Any Officer may resign at any time by giving written notice to the President or the Secretary/Treasurer 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 Board of Directors, with or without cause.

SECTION 4.6. Vacancies

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

ARTICLE V – Committees and Liaison Positions

SECTION 5.1 Membership Committee

The President 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 President shall appoint an individual to chair the Nominating Committee 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.

SECTION 5.3 Other Committees

The Executive Board, by resolution adopted by a majority of the Directors in office, 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 Board 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 Board, or any individual Director, of any responsibility imposed upon her by law.

SECTION 5.4 Liaison Position

The Executive Board, by resolution adopted by a majority of the Directors in office, 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 Directors, which positions, to the extent provided in such resolution as amended from time to time, shall have and exercise the authority of the Executive Board 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 Board, or any individual Director, of any responsibility imposed upon her by law

ARTICLE VI – Auxiliary Organizations

The Board 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 Board 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. Contracts

The Board may authorize any Officer or Officers, agent or agents, to enter into any contract or executive and deliver any instrument in the name of and on behalf of WINS.

SECTION 7.3. Loans

No loans shall be contracted on behalf of WINS and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. No loan shall be granted to any Officer or Director of WINS.

SECTION 7.4. Checks and Drafts

All 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 such Officer or Officers, agent or agents of WINS and in such manner as shall from time to time be determined by resolution of the Board.

SECTION 7.5. Deposits

All funds of WINS, not otherwise employed, shall be deposited from time to time to the credit of the WINS in such banks, trust companies or other depositories as the Board may select.

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 Board of Directors. All books and records of the WINS may be inspected by any Member or Director, 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/Treasurer of the WINS A listing of all Members entitled to vote shall be kept at the registered office of the WINS.

ARTICLE IX – Indemnification

To the extent permitted by law, WINS shall be indemnified as a subsidiary of the American Association of Neurological Surgeons

ARTICLE X – Amendments

SECTION 10.2. Bylaws

The Bylaws for WINS may be altered, amended, repealed, or restated at any meeting of the Board of Directors at which a quorum is present, by a vote of two-thirds (2/3) of the Directors present and voting, provided that the proposed amendment has been properly included in the notice of the meeting.

ARTICLE XI – Conflict of Interest

Any Board members who has an interest in a contract or other transaction presented to the Board or a committee for authorization, approval, or ratification shall make a prompt and full disclosure of his or her interest to the Board or committee prior to its acting on 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 Board members and officers will be provided with and submit a Conflict of Interest form.

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, or is a director, trustee or officer of, or has a significant financial or influential interest in, the entity contracting or dealing with WINS.

ARTICLE XII—Order of Business

Per Robert's Rules of Order

ARTICLE XIII – Electronic Voting

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

ARTICLE XIV—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 Board.
- (b) All WINS-sponsored events must be pre-approved by the President of WINS. All expenditures greater than \$250 must be approved by the WINS Executive Board. (approved 12/1/09)

ARTICLE XV – Severability

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

ADOPTED by the Executive Board this 1st day of December, 2009 by online ballot.