

**THE WESTERN NEUROSURGICAL SOCIETY**

**BYLAWS**

**Approved by the Membership, September 7, 2024**



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## ARTICLE I. MEMBERSHIP

Section A. The membership of the Western Neurosurgical Society (herein also referred to as the Society) shall be divided into eight classes:

1. Active
2. Senior
3. Provisional
4. Corresponding
5. Non-Active
6. Honorary
7. Associate
8. Life Partner of Deceased Member

Section B. Description of membership classes:

1. ACTIVE. Active membership shall consist of:
  - a. Neurological Surgeons.
  - b. Physicians from other neuroscience disciplines.
  - c. The following parameters apply:
    - i. Total active membership shall be limited to 150.
    - ii. No more than 20 percent of the active membership at any time shall be other than neurological surgeons.
    - iii. No more than 15 new active members shall be elected to the Western Neurosurgical Society in any one-year.
    - iv. Active members shall reside in the United States and Canada with the following regional limitations: west of the eastern boundaries of Alberta, Montana, Wyoming, Colorado, and New Mexico and including the states of Alaska and Hawaii.
    - v. Active members may vote, chair committees and be elected as officers of the Western Neurosurgical Society. They shall pay annual dues as scheduled by the Executive Committee.
    - vi. Active members are expected to attend the Annual Meetings on a regular basis and are required to meet the attendance requirements as set in ARTICLE X.
2. SENIOR. Any active member who has reached the age of 60 years, and has been active for three years, or who has been an active member of the Western Neurosurgical Society for 20 years may apply to the Executive Committee for a change of status to senior membership. Upon recommendation by the Executive Committee and approval by majority vote of the membership at its Annual Meeting, the change shall take place. Senior members may not hold office or chair committees of the Western Neurosurgical Society but shall retain all of the other rights and privileges of active memberships. Senior members shall be relieved of the attendance requirement 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 after approval by the Executive Committee and upon majority vote of the membership.
3. PROVISIONAL: Provisional members shall consist of Board eligible neurosurgeons who have both attended and presented a paper at an Annual Meeting of the Western Neurosurgical Society, and have a strong interest in joining the Society, but do not yet have their appropriate board certification. They must attend Annual Meetings as set forth in ARTICLE X, and pay

annual dues as scheduled by the Executive Committee. They may serve on Committees and may attend the annual Business Meeting without vote. Such committees may include: Program, CME, Local Arrangements, Audit, and the Communications and Website committees. They must apply for membership following the same process as active members, ARTICLE IV, Section C. 1. They may remain in this category for five years. If they do not become Board certified in five years, their provisional status will end. The five-year term will be extended should Board examinations be cancelled for any reason. When they become board certified, they must so notify the Executive Committee, which will then, if their request is approved, recommend them to the general membership for a status change to active membership.

4. **CORRESPONDING:** Corresponding members shall reside beyond the geographic limitations established for active members. They shall be chosen because of significant contributions to neurological surgery or allied specialties as well as their interest in the Western Neurosurgical Society. Except for previous active members of the Society, corresponding members shall not exceed ten in number and shall pay dues as scheduled by the Executive Committee but will be exempt from the rules of attendance for active members. They will be nominated through the Executive Committee and voted upon by membership at the annual Business Meeting, and are required to give a talk at an Annual Meeting. No application fee will be required of active members moving out of the geographical range of the Western Neurosurgical Society and requesting corresponding membership status. Corresponding members shall not have the privilege of voting, serving as committee chairmen, or holding elected office, but they may serve as committee members of the Western Neurosurgical Society.
5. **NON-ACTIVE:** Non-Active members shall consist of previously active members who have been unable to comply with the annual meeting requirements of active membership, but continue to be interested in the Western Neurosurgical Society and anticipate returning to active status in the future. Non-Active members shall continue to pay the same dues as Active Members. Once they are ready to become active again and once they have attended an Annual Meeting, and provided no more than 5 years have passed since their most recent meeting attendance, they are not required to go through the process for new member applicants.
6. **HONORARY:** Honorary members shall be chosen by the Executive Committee from recognized leaders in the field of neurological surgery or its allied specialties and who are neither active nor corresponding members. They shall give a talk at an Annual Meeting, and they shall not be required to pay dues and shall enjoy all other privileges of membership except for being committee chairmen, voting or holding office. They shall be exempt from the rules of attendance. There shall be no geographic limits for honorary members.
7. **ASSOCIATE:** Associate members shall consist of those engaged in the neurosciences who are not physicians. Associate members shall include neuroanatomists, neurophysiologists, psychologists and others who obtain a PhD in their respective fields and predominantly work in research and/or teaching. They shall be considered for membership in the same way as Active Members (see Article IV) excepting the requirement for Board certification. They shall be required to pay dues at the active member level and shall enjoy all other privileges of membership except for being committee chairmen, voting or holding office. They shall be exempt from the rules of attendance. There shall be no geographic limits for associate members. Their numbers shall be limited to 15 Associate members.
8. **LIFE PARTNER OF DECEASED MEMBER:** The life partner of a deceased society member may become a member of the Western Neurosurgical Society if they wish. On discovery of

the death of a society member, either the Chair of the Membership Committee or the Secretary-Treasurer of the society will contact their life partner, after an appropriate period of time has passed, to invite them to continue as a member of the society if they wish. There shall be no dues requirement for this category of membership. Each subsequent year the Chair of the Membership Committee shall contact the member life partner to determine if they wish to continue as a member in this category for each subsequent year.

## **ARTICLE II. OFFICERS AND EXECUTIVE COMMITTEE**

Section A. The officers of the Society shall consist of President, President Elect, Vice President, Secretary-Treasurer, and Historian.

Section B. The Executive Committee shall consist of the President, President Elect, Vice President, Secretary-Treasurer, Historian, and Immediate Past President. The President shall serve as Chair of this Committee.

Section C. Terms of office of the President, Past President, President Elect and Vice President are one year; Secretary-Treasurer and Historian are three years, except under the circumstance of Annual Meeting cancellation, as provided under Article VIII, section F.

Section D. Standing Committees Chairs shall attend and participate in all meetings of the Executive Committee, even though they do not have a vote.

## **ARTICLE III. DUTIES OF OFFICERS**

Section A. The President shall preside at all meetings and decide all questions of order. The President shall appoint all committee Chairs. The President may appoint ad-hoc committee(s) that shall sunset at the conclusion of his or her presidency. The President shall vote only in order to break a tie at the Executive Committee or at an Annual (Business) Meeting.

Section B. The Vice President shall assume the duties of the President during the absence of the President.

Section C. The President Elect shall, in the absence of the President and Vice President, preside and assume the usual duties of the President.

Section D. The Secretary-Treasurer shall be responsible for keeping a record of attendance, keeping the minutes of each meeting, reading all correspondence to the Western Neurosurgical Society, keeping a record of all transactions, sending notices of all regular and special meetings, taking charge of all correspondence of the Society, and keeping records of the same. The Secretary-Treasurer shall also act as custodian of the funds of the Western Neurosurgical Society and shall deposit all monies received by him or her to the account(s) of the Western Neurosurgical Society; shall make all payments in the name of the Western Neurosurgical Society; shall record all receipts, deposits, and disbursements; shall keep accurate records subject to inspection by the Audit Committee; shall collect all dues; and shall notify all members not in good standing. The Secretary-Treasurer shall serve as a member of the Program Committee and the Site Selection Committee.

Section E. The Historian shall be responsible for the safekeeping of the Archives of the Society and shall, from time to time, prepare a report at the request of the Executive Committee. The Historian shall serve as an ad-hoc member of the Communication and Web Committee, and shall serve for a period of three years, subject to reelection, with a maximum of two consecutive terms.

Section F. 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. This shall be defined as a physical (i.e. face to face) meeting. As outlined in article VIII, Section F, a Special Meeting may be offered if circumstances require the cancellation of an Annual Meeting.
2. Review all complete applications for membership from the Membership Committee.
3. Have the power of decision in the consideration of each candidate's eligibility for membership in the Society 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, Sections. B and C.
6. Call Special Meetings when deemed necessary.
7. Invite all official guests to the Annual Meetings after prior consultation with the Chair of the Local Arrangements Committee and the Chair of the Program Committee in accordance with ARTICLE VII, Section. C.
8. Establish the schedule of initiation fees and dues for the Society in accordance with ARTICLE VI.

#### **ARTICLE IV. APPLICATION AND ELECTION TO MEMBERSHIP**

Section A. The President shall appoint a Membership Committee the duty of which shall be to review all applications for membership and to conduct careful investigation as to the personal and professional qualifications of the applicants.

Section B. Requirements for active membership include:

1. Certification by the American Board of Neurological Surgery, Fellowship of the Royal College of Surgeons (Canada), or certification by the American Osteopathic Board of Surgery (Neurological Surgery). Certification by one of the American Boards of Medical Specialties or certification by a foreign equivalent shall be mandatory for nonsurgical members considered for active membership.
2. Prospective applicants must present a paper of scientific merit, in person, at an Annual Meeting of the Society. They further must show evidence of having previously published in the scientific literature.
3. Prospective members must observe high ethical standards of medical practice and have a reputation of professional competence within the community in which they practice.

Section C. Procedure for Application to Membership:

1. An active member serves as a proposer for the applicant and must initiate a proposal for active, corresponding or provisional membership. The applicant shall obtain the necessary application form from the Membership Chair and is responsible to see that, upon its completion, it is endorsed by supporting letters of two neurosurgeons and submitted to the Membership Chair. 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 their medical practice, professional competence, as well as any other general comments that may bear on the application. The application shall not be considered complete until the applicant has presented a scientific paper in accordance with Article IV, Sec. B, 2.
2. The Chair 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 under ARTICLE I, Section. B, 1-c- iii, of these Bylaws. The Secretary-Treasurer shall circulate these names after they are 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.
3. New members of any category will not be admitted to the Society until they present a paper, and subsequently attend an Annual Meeting in person. A presentation or attendance at a Virtual or Special Meeting will not be sufficient in fulfilling these requirements.
4. No applicant shall be voted upon for membership for that same calendar year unless their completed application has been presented to the Executive Committee at its Interim Meeting. The Executive Committee shall have the final decision on 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 Chair 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 Business Meeting of the Western Neurosurgical Society. No candidate for membership shall be voted upon unless the Executive Committee has submitted that candidate's name for voting, and unless the candidate is in attendance at the same Annual Meeting.
5. Election to membership shall be by secret ballot at the Business Meeting held in conjunction with an Annual Meeting, and the candidate shall become a member if three-fourths of the ballots are favorable.
6. Any active or senior member may propose candidates for honorary membership with a written statement to the Secretary-Treasurer supporting such membership. This shall be reviewed by the Executive Committee at its Interim Meeting, in the same year that an honorary candidate will be proposed to the general membership.

7. Re-admission to the Western Neurosurgical Society: After a member leaves the Western Neurosurgical Society, they may be reinstated after completing a re-application. If the application is received within three years from the date of leaving, no sponsors are needed, nor presentation of a paper required. If more than three years have elapsed, a completely new application is required including sponsors and paper presentation.

Section D. Unapproved Candidates: The names of all candidates who have not been approved by the Executive Committee for presentation to the general membership for voting 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, at the annual Business Meeting held in conjunction with the Annual Meeting. The Immediate Past President shall chair the Nominating Committee, and it shall consist of the Past President and at least three 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 officers for election at the Annual Business Meeting. Additional nominations may be made from the floor. The election shall be by written or electronic ballot and the member receiving the greatest number of votes shall be declared elected to the office for which they were 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. Dues are payable on or before January 1 and are delinquent after March 1. Annual Society dues will be assessed regardless of whether an Annual Meeting or Special Meeting takes place. Any member in arrears for two years shall be notified by the Secretary-Treasurer in writing and, if they fail to pay the delinquent dues within sixty days thereafter, shall forfeit their membership. It shall be the duty of the Secretary-Treasurer to notify the Executive Committee of this forfeiture.

## **ARTICLE VII. GUESTS**

Section A. The scientific sessions of the Annual Meetings shall be open to any physician in good standing, and who has signed the register and paid the registration fee. The guest 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.

Section B. At the request of any member, the Secretary-Treasurer may invite a professional guest to attend the Annual Meeting as a guest of the requesting member. A guest maybe a neurosurgeon; a medical doctor; a member of one of the neuroscience disciplines; a physician assistant; or a nurse practitioner.

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

Section D. Notwithstanding other sections of ARTICLE VII, the Executive Committee may limit the number

of guests permitted to attend any given meeting.

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

## ARTICLE VIII. MEETINGS

Glossary of terms:

**Annual Meeting:** a meeting in which the Society membership physically meet in congregation at a venue for a multiday, interactive, scientific in-person event.

**Business Meeting:** a meeting in which a quorum of the Society membership interact synchronously to discuss items set forth in the Society By-Laws (Article VIII, Section B) and Policies and Procedures. The Business Meeting can be held as a physically in-person meeting, a Virtual Meeting, or a combination of the two.

**Interim Meeting:** a meeting of the Executive Committee and committee Chairs held at a date distinct from the Annual Meeting. The Interim Meeting can be held as a physically in-person meeting, a Virtual Meeting, or a combination of the two.

**Special Meeting:** a meeting held in lieu of, or in addition to, the Annual Meeting. A Special Meeting can be held as a physically in-person meeting, a Virtual Meeting, or a combination of the two.

**Virtual Meeting:** a meeting held using communication technology that allows Society members and invited guests to synchronously interact without necessarily being physically congregated in the same location.

Section 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 President shall set the date, time and location of the Interim Meeting. The agenda shall include planning, for the Annual Meeting, consideration of applications of candidate members, and any other necessary business matters. Chairpersons of Standing Committees are expected to attend and submit activity reports, as set in ARTICLE IX.

Section B. A Business Meeting shall be held as part of the Program of an Annual Meeting. If the Annual Meeting is cancelled, the Executive Committee may schedule an alternate time, or consider postponing the Business Meeting until the next Annual Meeting. The Business Meeting can be held as a physically in-person meeting, a Virtual Meeting, or a combination of the two. 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. Reports of Standing Committees.
5. Election of New Members.
6. Report of the Nominating Committee.
7. Election of Officers.
8. Unfinished Business.
9. New Business.

Section C. The Executive Committee may call Special Meetings of the Western Neurosurgical Society. Every member shall be notified at least thirty days in advance, of the place, time and agenda of the meeting. Because of the short notice of a special meeting, active and senior members may attend either in person or by conference call and the members attending in person or by conference call shall constitute a quorum.

Section D. Four members of the Executive Committee are required for a quorum of the Executive Committee Meetings. Active and senior members present and voting at the annual Business Meeting shall constitute a quorum at that meeting.

Section E. Parliamentary Authority: “The Standard Code of Parliamentary Procedure- Sturgis” shall be the parliamentary authority in all matters not specified by the Bylaws.

Section F. Annual Meeting cancellation: In the event of unforeseen, extreme circumstances, including but not limited to war, terrorism, natural disaster, or infection outbreak, the Executive Committee may elect to cancel the Annual Meeting by a majority vote. Pursuant to the above cancellation of an Annual Meeting, the Executive Committee may exercise any of the following :

1. The annual Business Meeting may be deferred for one year.
2. A Business Meeting may occur during the same calendar year.
3. A Special Meeting may occur during the same calendar year to further the Society’s educational mission.
4. Extend the terms of the current Executive Committee members by one year unless a member is unable to serve for another year. Should that be the case a new officer will be elected via members’ vote at a Business Meeting after input from the Nominating Committee. If the President is unable to serve another year, the President elect will become President.
5. Extend the terms of Committee Chairs another year at the discretion of the President.
6. Negotiate, in conjunction with the Site Selection Committee, with the cancelled meeting venue and the venues slated for future years to determine scheduling options that minimize financial loss to the Society.

## **ARTICLE IX. STANDING COMMITTEES**

The President shall appoint the chair of the following standing committees, and shall choose or delegate the choice of the number of committee members, unless otherwise designated in these Bylaws. The president shall choose or delegate the choice of committee members.

### **Section A. Audit Committee:**

The Audit Committee consists of a chair and at least two other members. The Audit Committee shall maintain oversight of the financial accounts of the WNS. Its primary goal is to ensure compliance and keep the organization safe from a financial and a legal-regulatory perspective. Internally, it is tasked with reviewing the society books with the bookkeeper and accountant to insure proper financial accounting, timely bill payment without unnecessary late fees, and absence

of malfeasance. Externally, the Committee shall verify with the accountant and Secretary-Treasurer that the WNS is in compliance with state non-profit reporting and fee regulations as well as federal non-profit reporting and all Internal Revenue Service (IRS) requirements. The audit committee shall perform its review and meet at least once per year with the WNS accountant and the WNS Secretary-Treasurer after all annual meeting bills are accounted for and after the IRS tax paperwork is finalized but may also meet at any time at the direction of the WNS President

**Section B. Program Committee:**

The Program Committee consists of a chair and at least three members and is responsible for arranging the scientific program of the Annual Meeting and CME accreditation. The Chair shall outline and obtain budgetary approval of anticipated program expenses at the Interim Meeting of the Executive Committee. The Program committee shall select the Resident Awards Recipients. The Membership Committee Chair and the Secretary- Treasurer shall serve as de-facto, non-voting members of this committee.

**Section C. Local Arrangements Committee:**

The Local Arrangements Committee consists of one or more members and the duty of which shall be to submit a plan for social and recreational activities for the Society's Annual Meeting, in coordination with the Secretary-Treasurer, and to report the plan and estimated expenses to the Executive Committee at its Interim Meeting.

**Section D. Membership Committee:**

The Membership Committee consists of a chair and at least three members, and the duty of which shall be to evaluate candidates for membership and submit the names of those who fulfill criteria for membership to the Executive Committee in accordance with ARTICLE IV, Section. A; ARTICLE IV, Section. C, 2.

**Section E. Site Selection Committee:**

The Site Selection Committee consists of a chair and at least three members, and the duty of which shall be to evaluate potential sites for future Annual Meetings of the Western Neurosurgical Society and make site recommendations to the Executive Committee.

**Section F. Bylaws Committee:**

The Bylaws Committee consists of a chair and at least three members, and the duty of which shall be to review the Bylaws and make recommendations for revision or amendments to the Executive Committee. The revision or amendments shall then be circulated along with the recommendations of the Executive Committee to the general membership for vote at the following Annual Meeting. See ARTICLE XIII

**Section G. Nominating Committee:**

The Nominating Committee is chaired by the Past President and includes at least three members, and the duty of which it shall be to select a slate of candidates for office in accordance with Article V, and to recommend nominations to the Executive Committee for the vacant offices in the AANS, CNS and or other neurosurgical organizations. Every third year, when the Secretary/Treasurer commences their third year in office, the Nominating Committee shall, in consultation with the Executive Committee, recommend an active member of the Society to be the Secretary/Treasurer-elect. This nomination will be put forth in similar fashion to the committee's other nominations. It will be voted on in a like manner at the Annual Meeting. The Secretary-Treasurer-elect will be expected to attend meetings of the Executive Committee, without vote, and not be considered an Officer of the Society. This person will automatically assume the position of Secretary/Treasurer upon the conclusion of the

term of the current Secretary/Treasurer.

**Section H. Communication and Web Committee:**

The Communications and Web Committee consists of a chair and at least three members, and the duty of which shall be to publish a periodic newsletter informing the membership about the activities of the Society, and to maintain its web site.

**Section I. Awards Committee:**

The Awards Committee shall consist of the President Elect, as chair, and at least three Past Presidents. Its duty shall be to select The Cloward Award recipient, as well as the recipients of any other awards given by the Western Neurosurgical Society, when appropriate.

**Section J. Development Committee**

The Development Committee will consist of a chair and at least three members. The mission of the development committee will be to help ensure the long-term financial health of the society, liaison with industry and philanthropic partners, and leverage relationships with outside entities to promote the objectives of the society at large.

**Section K. Diversity, Equity and Inclusion (DEI) Committee:**

The DEI Committee consists of a chair and at least three members and is responsible for promoting diversity, equity, and inclusion with respect to all aspects of the Western Neurosurgical Society. The Membership Committee Chair and the Program Committee Chair shall serve as non-voting ex officio members of this committee.

**ARTICLE X. ATTENDANCE AND MAINTENANCE OF MEMBERSHIP**

Active members are required to attend at least one out of every four consecutive Annual Meetings of the Western Neurosurgical Society. Any active member failing to attend a minimum of one out of every four consecutive meetings, but who are otherwise in good standing, shall automatically be changed to Non-Active status. Once the Non-Active member attends their next meeting, their status will automatically be changed back to Active status. Membership shall also be forfeited for failure to maintain Board certification, unless retired, or for other reasons deemed sufficient by the Western Neurosurgical Society. The automatic revocation of membership in the Western Neurosurgical Society due to loss of Board Certification may be waived by a three-fourths vote of the general membership at a Business Meeting of the Society. Revocation of membership in the Western Neurosurgical Society for any reason not listed above requires a vote of three-fourths of the members voting at a Business Meeting.

**ARTICLE XI. SCIENTIFIC PAPERS**

**Section A.** Submitted abstracts for papers to be presented at a scientific session of an Annual or Special Meeting must be reviewed and selected by the Program Committee. The Program Committee may exercise the right of rejecting any submitted papers.

**Section 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. The Secretary-Treasurer shall distribute a tentative program to each member two weeks prior to an Annual or Special Meeting.

**ARTICLE XII. REMOVAL AND EMERGENCY SUSPENSION OF OFFICERS**

**Section A. Removal:** Any officer may be removed from office by a three-fourths vote of the general

membership at a Special Meeting or at the Annual Meeting. Notice of a pending motion to remove an officer must be published to the general membership at least thirty days prior to the meeting at which the removal motion will be discussed and acted upon. In the event of removal of the President, succession will be in accordance with Article III Sec. B. If an officer other than the President is removed under this Article, a replacement officer shall be appointed by the Executive Committee to fill out the term of the officer removed.

Section B. Emergency Suspension: The Executive Committee, under conditions that it considers emergent and by majority vote, may suspend from office any officer of the Western Neurosurgical Society. Upon such suspension from office this person shall cease to be a member of the Executive Committee and shall immediately turn over to the Executive Committee any, and all, Western Neurosurgical Society records in their possession. The Executive Committee shall promptly notify the Western Neurosurgical Society membership of the emergency suspension and shall recommend removal of the suspended officer in accordance with ARTICLE XII, Section A.

### **ARTICLE XIII. AMENDMENTS**

Amendments to these Bylaws may be proposed by any active member or by the Bylaws Committee, 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 recommendations of the Executive Committee at least thirty days prior to a Business Meeting that year. Amendment of these Bylaws requires a two-thirds vote by the active and senior members in attendance at the Business Meeting.

### **ARTICLE XIV. POLICIES AND PROCEDURES**

The Western Neurosurgical Society may establish a Policies and Procedure manual separate from these bylaws. The Bylaws are the regulations and governing rules that establish and define the organization and the authority of its officers and actions. They are established, and can only be changed, by a vote of the general society membership. Policies and Procedures are procedural guidelines for the day-to-day operation of the society, its administrative support staff, its officers, and its committees. They are intended to readily, and rapidly, adapt to changing society operational circumstances. The Policies and Procedures are established by the society Executive Committee, rather than the society general membership, and can be changed at any time by a vote of the Society Executive Committee. Any society Policies and Procedures should reflect and compliment the society Bylaws. No Western Neurosurgical Society Policy or Procedure can violate the society Bylaws, and if an apparent conflict arises, or is perceived, the society's Bylaws shall always take precedence.

### **ARTICLE XV. ELECTRONIC VOTING**

Anywhere in these bylaws where notices are required or voting is conducted, it may be done by electronic means, in the whole or in part, under terms approved by the President so long as the procedure ensures the right of all to vote and reasonably protects the confidentiality of each member's vote.

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