

RULES AND REGULATIONS for WOMEN IN NEUROMODULATION (WIN)

Ver 12.12.18

Article I – ORGANIZATION

Section 1.1. Name

The name of the section shall be the NANS Section on Women in neuromodulation.

Section 1.2. Organizational purposes

Our mission is to educate, inspire, and encourage women in neuromodulation of multiple medical specialties, to realize their professional and personal goals, and to serve the discipline in addressing the issues inherent to raising and maintaining a diverse and balanced workforce.

Women in Neuromodulation, herein referred to as "WIN" is structured to carry on charitable, education and scientific purposes relating to the common interest of woman in neuromodulation. The function is to:

- Provide a forum wherein of woman in neuromodulation, WIN can consider, discuss and share current knowledge and information in the medical field of neuromodulation and related subjects;
- Sponsor meetings, forums and education seminars addressing neuromodulation and related subjects;
- Sponsor the publication of written material in the field of neuromodulation and related subjects;
- Develop and disseminate policy statements to heighten public awareness of issues associated with neuromodulation;
- Enhance public and professional recognition of neurosurgery as a medical specialty;
- Facilitate and enhance the role of women in neuromodulation through the above-specified and any other related purposes.
- Advise the parent organizations regarding issues concerning women as neuromodulation specialist and of activities related to such issues by other individuals, groups or agencies.
- Represent the parent organization, at their discretion, at meetings or conferences pertaining to matters related to neuromodulation, especially as related to women.

This Section on Women in Neuromodulation will abide by the bylaws and mission of its parent organization, NANS – North American Neuromodulation Society.

ARTICLE II – Members

SECTION 2.1. Members

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

- Active
- Resident
- Medical student
- Affiliate
- Associate
- International

In order to be eligible for Active Membership in WIN, an individual must be physicians duly qualified as a woman in neuromodulation having completed a residency training program and must remit to WIN the current annual Membership dues. Resident and Medical Student members are encouraged to participate at meetings of the WIN, but will pay no dues. All female WIN residents will be automatically granted membership. A third category, entitled "affiliate" will consist of members of the other interested parties (e.g. non health professionals, mid-level providers) and will pay appropriate dues. Associate Members will consist of allied health professionals with a career interest and experience in neuromodulation. International members will consist of WIN 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 rules and regulations, as may be amended from time to time, Members shall have exclusive power to perform the following on behalf of WIN.

- Amend statements of mission, philosophy or purpose;
- Amend and repeal the Articles of WIN

SECTION 2.3. Meetings

- The executive Committee will establish the date, place and time of annual meeting of the Members of the WIN. Special meeting of the Members may be held at any time on the call of a majority of the Members or at the request of the Chair, and shall be held at the office of the WIN or at such other place as may be specified in the notice of the meeting.
- 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 nor more than sixty days before the date of the meeting, or in the case of a removal of one or more executive committee members, a merger, consolidation, dissolution or sale, lease or exchange of assets, not less than twenty (20) nor more than sixty (60) days before the date of the meeting, either personally or by mail, by or at the direction of the Chair, or the Secretary or persons calling the meeting, to each Member entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the member at his/her address as it appears in the records of the WIN, with postage thereon prepaid. Notice for a particular meeting need not be served on a member waiving such notice by instrument, in writing, filed with the secretary either before or after said meeting.

SECTION 2.5. Voting

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

SECTION 2.5. Proxies

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

SECTION 2.7. Informal Action

- 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: by all members entitled to vote with respect to the subject matter thereof, or 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.
- If such consent is signed by less than all of the members entitled to vote, then such consent shall become effective only if: 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 after the effective date of such consent, prompt notice in writing of the taking of the organizational action without a meeting is delivered to those members entitled to vote who have not consented in writing.

ARTICLE III – Executive Committee

SECTION 3.1. General Powers and Duties

Subject to the powers reserved to the members in Article II, the property, business and affairs of WIN shall be managed by its executive committee, and the executive committee may exercise all such powers of WIN as are authorized by law or by these Rules.

SECTION 3.2. Number, Qualifications and Term of Office

- The executive Committee shall consist of a minimum of four executive committee members, herein referred to as "members", who are officers, as elected by the members. Other executive committee members will include persons appointed to chair various committees, organizational liaisons, and ex-officio members as designated by the chair.

SECTION 3.3. Meetings

- The date, place and time of meetings of the Executive Committee shall be determined by the Executive Committee. The Executive Committee shall meet no less than two (2) times per year with one corresponding to the NANS meeting. The other may be a phone conference. Special meetings may be called by the Chair or a majority of its members.
- Committee members may participate in and act in any meeting of the executive committee or section committee through the use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can communicate with each other. Participation in such meeting 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 of attendees present at the Executive Committee meeting shall constitute a majority of the members present at any meeting at which there is a quorum shall be the act of the executive committee, unless the act of a greater number is required by the these Bylaws, as may be amended from time to time. A proposal to merge with another organization or to sell substantially all of the assets of WIN shall require the affirmative vote of two thirds (2/3) of the members. No member may act by proxy on any matter.

SECTION 3.5. Resignations

A member may resign at any time by giving a written notice to the executive committee, or to the chair or secretary of WIN. Such resignation shall take effect at the time specified therein, or if no time is so specified immediately upon receipt by WIN.

SECTION 3.6. Removal of Executive Committee Member

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

SECTION 3.7. Vacancies

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

SECTION 3.8. Compensation

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

SECTION 3.9. Notice

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

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

SECTION 3.10. Informal Action

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

ARTICLE IV – Officers

SECTION 4.1. Election of officers and members-at-large

On an annual basis during the summer months an executive board is selected;

1. Past-Chair
2. Chair
3. Chair-Elect
4. Secretary
5. Treasurer

Positions will be granted at NANS yearly meeting. The chair-elect will assume the role as chair for the following year unless changed by a majority vote of the general membership or by the executive committee.

The chair will then assume the past-chair position.

The succession of Treasurer to Secretary to Chair-Elect to Chair to Past-Chair is the standard appointment among the executive officers. Any modifications and/or deviations related to these assigned positions must be in writing explaining such deviation and must be approved by the executive committee.

The term of each executive officer (Past-Chair, Chair, Chair-Elect, Treasurer, and Secretary) shall begin with the executive board meeting and shall continue until the next annual election.

SECTION 4.2. Chair, Executive Officer

The chair shall preside at the meetings of WIN and of the executive committee, shall appoint officers and chairpersons of all committees, unless otherwise provided, and shall present an annual written report of the activities of WIN at the annual meeting. The chair shall be an ex officio officer of all committees and receive notice of their meetings. The chair will oversee the mission, vision, and strategic implementation, organization, communication and website committee, and the NANS newsletter contributions.

SECTION 4.3. Chair-Elect, Executive Officer

The chair-elect shall perform all the duties of the chair in the absence or inability of the latter to act, and has primary responsibility for coordination of planning efforts. The chair-elect will oversee the scientific program committee, WIN mentorship committee, and rules and regulation committee.

SECTION 4.4. Vice Chair of Operations & Vice Chair of Education (per Board)

The Vice-Chair Positions of Operations and Vice-Chair of Education will be selected and approved by the Executive Committee if determined appropriate on an annual basis.

SECTION 4.5. Secretary

The secretary shall keep the minutes of the meetings of WIN and of the executive committee and conduct correspondence pertaining to the business of the same. The

secretary shall have the authority to certify these Rules, resolutions of the executive committee and committees thereof, and other documents of WIN, as true and correct copies thereof. The secretary will oversee the membership committee, nominating/awards committee, and membership committees.

SECTION 4.6. Treasurer

The treasurer shall be responsible for the safekeeping of all funds and securities of WIN and shall see that proper records showing all financial transactions of WIN are maintained, and shall present financial reports to the Board and to WIN. The treasurer will oversee the grant submissions, networking initiatives/event planning committee, and industry relations committee in preparing for WIN events. The treasurer position will be nominated yearly and voted in by the executive committee. The WIN members-at-large will be encouraged to apply for nomination of this position.

SECTION 4.7. Resignations and Removal

Any officer may resign at any time by giving written notice to the chair or the secretary of WIN and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Any officer may be removed by the executive committee, with or without cause.

SECTION 4.8. Vacancies

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

ARTICLE V – Committees and Liaison Positions

SECTION 5.1. Membership Committee

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

SECTION 5.2. Nominating Committee

The chair shall appoint an individual to chair the nominating committee whose purpose is to solicit nominations for WIN officers, existing liaison positions, and elected positions

for Woman in neuromodulation. The immediate past chair will be a member of the Nominating committee.

SECTION 5.3. Other committees

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

SECTION 5.4. Liaison Position

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

Section 5.5 Member-at-Large

There will be different Member-at-Large positions yearly. There will be one (1) member-at-large for every 50 WIN members. There will be a maximum of four (4) member-at-large positions yearly. These positions will be open for a yearly nomination. The selected members will be voted-in by the executive committee. These elected members will then be voted in by the general WIN membership through a balloteer. These new members will be encouraged to attend all executive meetings/phone conferences. They are also allowed to vote. They are encouraged to suggest on all matters discussed. These new members will also be encouraged to submit their nominations for Treasurer the following year.

ARTICLE VI – Auxiliary Organizations

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

ARTICLE VII – Fiscal Matters

SECTION 7.1. Fiscal Year

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

SECTION 7.2. Loans and Contracts

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

SECTION 7.3. Checks, Drafts, and Deposits

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

ARTICLE VIII – Books and Records

WIN shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members and executive committee. All books and records shall be kept by the then current secretary and treasurer of WIN a listing of all members entitled to vote shall be kept at the registered office of the WIN.

ARTICLE IX – Amendments to Rules and Regulations

The rules and regulations for WIN may be altered, amended, repealed, or restated at any meeting of the executive committee by a vote of two-thirds (2/3) of its members present and voting, provided that the proposed amendment has been properly included in the notice of the meeting. All amendments must be ultimately approved by the NANS BOD.

ARTICLE X – Conflict of Interest

Any executive committee member who has an interest in a contract or other transaction presented to the executive committee or a committee for consideration shall make a prompt and full disclosure of his or her interest to the executive committee prior to its acting upon such contract or transaction. Such disclosure shall include any relevant and material facts known to such person about the contract or transaction

which might reasonably be construed to be adverse to the organization's interest. All executive committee members and officers are required to complete the annual disclosure forms required by membership in either or both the NANS. If a member is not affiliated with either parent organization, the member will be required to complete a separate disclosure form, which will be held in the registered office of WIN.

The body to which such disclosure is made shall thereupon determine, by majority vote, whether the disclosure shows that a conflict of interest exists or can reasonably be construed to exist. If a conflict is deemed to exist, such person shall not vote on, nor use his or her personal influence on, nor participate (other than to present factual information or to respond to questions) in, the discussions or deliberations with respect to such contract or transaction. Such person shall not be counted in determining the existence of a quorum at any meeting where the contract or transaction is under discussion or is being voted upon. The minutes of the meeting shall reflect the disclosure made, the vote thereon and, where applicable, the abstention from voting and participation, and whether a quorum was present. For the purpose of this section, a person shall be deemed to have an "interest" in a contract or other transaction if he or she is the party (or one of the parties) contracting or dealing with WINS as a representative of the NANS, or is a director, trustee or officer of, or has a significant financial or influential interest in, the entity contracting or dealing with WIN, as a representative of the NANS.

ARTICLE XI – Electronic Voting

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

ARTICLE XII - Organizational Projects

- Any WIN member may propose a project to be initiated and completed by the organization or request monetary support for a given project. All requests for such support equal or greater than \$2000 must be submitted in writing with a proposed budget and voted upon by the executive committee.
- All WIN- sponsored events must be pre-approved by the chair of WIN. All expenditures greater than \$250 must be approved by the WIN executive committee.

ARTICLE XIII – Severability

The invalidity of any clause, provision, or article of the rules shall not affect the validity or enforceability of the remaining clauses, provisions or articles.