



CONSTITUTION AND BYLAWS
OF THE GEORGIA NEUROSURGICAL SOCIETY

As revised and amended.
Approved Annual Business Meeting, Sea Island, Georgia, May 27, 2007.

CONSTITUTION

ARTICLE I

The Society shall be known as the Georgia Neurosurgical Society.

ARTICLE II

The purpose of the Society shall be to promote and advance neurological surgery within the State of Georgia by meetings conducted in such a manner as to encourage free discussion and exchange of ideas.

ARTICLE III

Section 1: The members of the Society shall be Active, Associate, Honorary, Lifetime, and Inactive.

Section 2: Active Members shall consist of those Board Qualified or Certified Neurosurgeon licensed in the State of Georgia who presently or formerly limited their practice exclusively to neurological surgery. They shall have full society privileges and responsibilities.

Section 3: Associate Members shall be non-neurosurgeon distinguished related fields of neuroscience. They shall have documented qualifications in their field.

Section 4: Honorary Members shall be recognized leaders in neurological sciences whose selection into Honorary Membership would add distinction to the Society.

Section 5: Lifetime Members shall be senior neurological surgeons who meet the requirements for this category as delineated in the By-Laws.

Section 6: Inactive Members shall be former members in good standing no longer able to maintain membership for reasons enumerated in the By-Laws.

ARTICLE IV

The officers of the Society shall be President, President-Elect, and Secretary-Treasurer. The President shall be elected for one year. The President-Elect for one year, and the Secretary-Treasurer for three years.

The Executive Council shall consist of the President, President-Elect, Secretary-Treasurer and four Directors-at-large.

ARTICLE V

Section 1: Duties of the President shall be to preside at all meetings of the Society and the Executive Council.

Section 2: In the absence of the President, the President-Elect shall assume duties of the President.

Section 3: The duties of the Secretary-Treasurer shall be to keep a record of all the proceedings at each meeting and report this record at the succeeding meeting. He or she shall collect and preserve all records, including the membership roll, and all papers which are of documentary or historical value to the Society. It shall be the duty of the Secretary to send notice to the membership of all meetings, other than called meetings, one month before the date of the meeting, to notify all members of appointments and assigned duties, and to carry on all other correspondence and business as essential for the proper function of the Society, to collect dues and assessments, and to carry out all money transactions for the Society, keeping an accurate record thereof and rendering an annual report.

ARTICLE VI

All committees are to be appointed by the President, and any vacancies occurring in the offices of the Society shall be filled by appointment of the President.

ARTICLE VII

This Constitution shall take effect immediately from the time of its adoption and shall not be amended except by a written resolution which shall lie over for one year and receive a vote of two-thirds of the members present.

BYLAWS

CHAPTER I

PURPOSES

It shall be the purpose of this Society to promote and encourage the organization and professional association of duly licensed doctors of medicine in the State of Georgia who are specializing in neurological surgery; to promote in all respects the medical practice, continuing education and advancement of the discipline of neurological surgery; to promote scientific and professional exchange between members of this Society; to maintain and strive constantly to improve the high level of neurosurgical care for the people of the State of Georgia, to encourage rapid dissemination of knowledge concerning advances in neurosurgical techniques and diagnostic methods; to promote in all respects through meetings, seminars and publications the purposes of this Society and to create a specialty medical society that can represent its membership in all matters of direct concern to them. The Society shall be a non-profit organization.

CHAPTER II

MEMBERSHIP

Section 2.01: Membership in this Society is a privilege and is contingent upon compliance with the requirements specified in these Bylaws. No person shall be accepted or continued as a member of this Society unless they are of good moral character and adhere to the ethical standards of the medical profession. No person shall be accepted for membership unless they meet the above requirements and are at the time practicing in accordance with the principles of this Society as stated in these Bylaws. No person will be accepted for membership unless they endorse the code of ethics of the American Association of Neurological Surgeons as a standard of medical and neurosurgical practice.

CATEGORIES

Section 2.02: The categories of membership of this Society are as follows: Active, Associate, Honorary, Lifetime, and Inactive.

REQUIREMENTS

Section 2.03: The requirements for eligibility in the various categories of membership are:

Section 2.03-1: Active: Active physicians who are engaged in and whose practice is limited to neurosurgery and who are licensed by the Composite State Board of Medical Examiners to practice medicine in the State of Georgia and who have received formal training that would qualify them for tracking for certification by the American board of Neurological Surgery. Active members shall be entitled to full privileges of this Society. They shall pay annual assessments.

Section 2.03-2: Associate - Associate Members shall be individuals who are not neurological surgeons who have shown distinction in research, surgical innovation or teaching in the fields of neurology, neuroanatomy, neurochemistry, neuroendocrinology, neuro-ophthamology, neuropathology, neurophysiology, psychiatry, psychology, radiology, or other disciplines related to neurosurgery. No individual shall be elected to Associate Membership unless they have been certified by the board of certification in the field of their primary activity, if such board exists. Associate Members may not vote or hold office, but may serve on Committees. They shall be required to pay dues.

Section 2.03-3: Honorary - Honorary Members shall be chosen from recognized leaders in the field of neurological sciences. Each proposal for Honorary Membership shall be made in writing by at least 3 voting Members in good standing at least 120 days prior to the meeting of the Board of Directors at which this proposal will be considered, except for Honored Guests at annual and interim meetings. Selection into Honorary Membership shall include only individuals whose Honorary Membership would add distinction to the Society. The candidate must have made outstanding educational, research, or clinical contributions to the neurological sciences. Active Members of the Society will not be eligible. when the proposed Honorary Member is approved by an affirmative vote of at least 3/4 of the voting Directors present, the proposed Honorary Member shall be presented for election by the Members of the Society. The Honorary Member shall be deemed elected upon affirmative vote of at least 3/4 of the voting Members present at the Annual Business Meeting. Honorary Members may not vote or hold office, but may serve on Committees. They shall not be required to pay dues or to attend Annual Meetings.

Section 2.03-4: Lifetime - Lifetime Members shall be neurological surgeons who have been Active Members of the Society for at least 10 years and who: 1) have permanently and fully retired from surgical practice, regardless of age; or 2) have reached the age of 65. Lifetime Members may not hold office, but may vote and may serve on Committees. They shall not be required to pay dues or to attend Annual Meetings. Requests for Lifetime Membership shall be submitted in writing to the Secretary-Treasurer of the Society for consideration by the Board of Directors at its next meeting.

Section 2.03-5: Inactive - Inactive Members shall be former dues paying Members who, by virtue of illness, deficiency in continuing medical education requirements or other reasons, can no longer maintain such Membership. They may request transfer to Inactive Membership with the approval of the Board of Directors. An Inactive Membership may be restored to the former Membership status by the Board of Directors upon appropriate written request. Inactive Members may not vote or hold office or serve on Committees. They shall not be required to pay dues or to attend Annual Meetings.

LOCATION OF PRINCIPAL PROFESSIONAL ACTIVITY

Section 2.04: Unless otherwise described in these Bylaws, the term "location of principal professional activity" is defined as the place where a member performs the greater part of their professional duties, as distinguished from their place of residence or location of temporary or other professional pursuits. In the event of uncertainty or dispute as to the location of principal professional activity, the matter shall be referred to the Committee on Membership of this Society for a ruling, and its decision shall be final.

APPLICATION FOR MEMBERSHIP

Section 2.05-1: Application. Applications for membership shall be submitted to the Chairman of the Membership Committee.

ENDORSEMENT OF APPLICATION

Section 2.06: Applications for membership in the Society in the various categories of membership shall be endorsed as follows:

Section 2.06-1: Active Membership: Endorsement by two active members of this Society who are personally acquainted with the applicant.

APPROVAL FOR MEMBERSHIP

Section 2.07: Applications for membership shall be considered by the Committee on Membership. Applicants approved by the Committee may be elected to membership by vote of the members of this Society at a regular meeting of the Society upon completion of the requirements for membership provided in these Bylaws, including payment of appropriate assessments. Proof of eligibility as provided for in Section 2.03 shall be the responsibility of the applicant.

Section 2.07-1: Enrollment: A membership certificate shall be sent to each new member and their name shall be enrolled on the official membership roster.

CENSURE, SUSPENSION AND EXPULSION

Section 2.10: A member of this Society may be censured, suspended or expelled for good cause in accordance with Chapter VII or these Bylaws.

Section 2:10-1: Causes:

- (a) Expulsion from membership in the American Medical Association or any of its constituent associations.
- (b) Revocation or suspension of a member's license to practice medicine by a regularly constituted state authority.
- (c) Conviction in a court of law of a felony or an offense involving moral delinquency.
- (d) Conduct unbecoming a physician.
- (e) Any cause or act which the Professional Conduct Committee deems to be detrimental to this Society.
- (f) Failure to abide by the provisions of these Bylaws.
- (g) Violation of the standards of professional conduct approved by this Society.
- (h) Failure to pay dues and/or assessments.

Section 2.10-2: Investigation. Investigations and hearings involving a member of this Society shall be conducted in accordance with Chapter VII of these Bylaws.

EFFECT OF SUSPENSION AND EXPULSION

Section 2.11: Suspension or expulsion of a member of this Society affects their status as follows:

Section 2.11-1: Suspension. Suspension of a member shall be for a definite period of time and may, in the sole discretion of the Board of Directors, be commuted at any time. During the

period of suspension, the member shall not be entitled to exercise any of the rights or privileges of membership. If the suspended member is an Officer, Director or member of the Professional Conduct Committee of this Society, the Board of Directors may, at its discretion, declare his/her position vacant.

Section 2.11-2: Expulsion. All rights and privileges of a member in this Society and its property cease upon their termination of membership or expulsion. Any office held by such member in this Society thereupon becomes vacant.

REINSTATEMENT

Section 2.12: A member of this Society who has been dropped or expelled from membership may be reinstated, provided they make application for membership in the same manner as provided in these Bylaws for an original application for membership, and they pay any assessments in arrears at the time they ceased to be a member, and their reinstatement is approved by the Board of Directors. A member who has been suspended from membership shall automatically be reinstated at the termination or commutation of their suspension. However, if the suspended member was an Officer, Director or member of the Professional Conduct Committee and their position had been declared vacant, they shall not resume the position upon reinstatement.

ANNUAL ASSESSMENT

Section 2.13: The amount of the annual assessment for Active and Associate members shall be determined by the Board of Directors. Honorary and retired members shall not be required to pay annual or special assessments.

Section 2.13-1: New Members. Applicants whose membership applications are accepted prior to July first of a year shall pay the full amount of the annual assessment for their category of membership for that year. Applicants whose membership applications are accepted after the first of July shall pay one-half of the annual assessment of their category of membership for that year.

Section 2.13-2: Dues. Annual assessments shall be due and payable on February 1st for that calendar year. If a member has not paid their annual assessment by May 1st of that year, they shall be notified that they will be dropped from membership in this Society unless payment is received by the June 15th of that year.

Section 2.13-3: Reinstatement. A member whose membership has lapsed by reason of non-payment of assessment may be reinstated by paying the amount of assessment in arrears. The Board of Directors may waive the necessity for payment of assessments in arrears if it finds that unusual circumstances make that action advisable.

Section 2.13-4: Refunds. If a member ceases to be a member for any reason other than suspension or expulsion before July 1st, one-half of their annual assessment will be refunded upon request.

Section 2.13-5: Illness. When, because of serious illness or injury, a member is prevented from pursuing the practice of medicine for more than six months, and upon application on behalf of the member, one-half of the annual dues shall be waived or refunded for each additional six month period of disability upon request.

CHAPTER III OFFICERS

Section 3.01: The elected officers of this Society shall consist of a President, a President-Elect, and a Secretary-Treasurer. The term of office for the President and President-Elect is one year. The term of office of the Secretary-Treasurer is 3 years.

Requirement

Section 3.02: No person shall be eligible for election as an officer of this Society unless they have been an active member in good standing for a least two years.

ELECTION

The Nominating Committee shall make nominations for President, President-Elect, Secretary-Treasurer, Directors at Large, Nominating Committee Members, and Representatives to the Joint Council of State Neurosurgical Societies. Absent nominations from the floor, the Nominating Committee's recommendations shall be considered unanimously elected. In the event additional members are nominated from the floor for any office, the election of officers shall be by secret ballot. The candidate receiving the majority of votes will be elected.

DUTIES OF OFFICERS

Section 3.04: The officers of this Society are charged and entrusted as follows:

Section 3.04-1: President. It shall be the duty of the President to counsel with all officers, directors, delegates, component societies, committees and members toward the best interests of the public and this Society; to attempt to further the aims and the activities of this Society to the fullest extent and to perform such other services as custom, necessity and parliamentary usage require. He shall appoint all committees, except as otherwise provided, and in addition to being a member and the presiding officer of the Board of Directors, he shall be an ex-officio member of all committees. He may preside and officiate at all major functions of the Annual Session and shall deliver an annual address if so desired at the time arranged with the Committee on Programs.

Section 3.04-2: President-Elect - In the absence of the President the President-Elect shall preside and assume the usual duties of the President.

Section 3.04-3: Secretary-Treasurer . The Secretary-Treasurer shall supervise and handle the secretarial material of this Society and shall act as the corporate secretary insofar as the execution of official documents or institution of official actions are required. The Secretary-Treasurer will perform such other duties as are placed upon them by these Bylaws and may request aid from an Assistant Secretary as provided in these Bylaws. The Secretary-Treasurer shall also be the custodian of all monies, securities and valuable papers of this Society in such amount as the Board of Directors may require.

VACANCIES

Section 3.05: If for any reason an officer becomes unable or unwilling to perform the functions of their office or moves from the State of Georgia, such office shall be declared vacant. Vacancies in office shall be filled in the following manner:

Section 3.05-1: President. The President-Elect shall immediately assume office.

Section 3.05-2: President-Elect. The vacancy shall remain unfilled until the next Annual Session at which time the Board of Directors shall nominate a President and a President-Elect.

Section 3.05-3: Secretary-Treasurer. The Board of Directors shall elect a successor to fill the vacancy until the close of the next Annual Session.

IMPEACHMENT

Section 3.06: Any officer, director or other official of this Society may be impeached and removed from office upon the recommendation of the Board of Directors and subsequent confirmation by a two-thirds majority of those Active members in attendance at the annual session or special session.

Section 3.06-1: Charges and Hearing. All charges of impeachment shall be directed to the Board of Directors, shall be made in writing and shall be signed by at least ten Active members who thereby agree to substantiate their statements. If the Board of Directors, after a diligent and careful investigation, finds JuSt and sufficient cause for removal of a particular officer or director, it shall present its findings and recommendations at an annual session or special session to the Active members and shall give the accused written notice of its findings and recommendations at least 15 days prior to that annual or special session. The Active members in attendance at that session shall then permit the accused to present evidence and witnesses in their behalf, and thereafter shall take final action.

CHAPTER IV BOARD OF DIRECTORS

COMPOSITION

Section 4.01: The Board of Directors shall consist of the President, the immediate past President, the President Elect, the Secretary-Treasurer, and four other members at large to represent the designated three areas of the State, with two from Area I, and one each from Area II and III, as defined on the map of the State of Georgia incorporated into this document as Exhibit I.

TERMS OF OFFICE

Section 4.02: The terms of office of the Directors at large shall be initially for three, two and one calendar years and subsequently for two calendar years with Directors elected at the Annual meeting. No Director shall be eligible to serve for more than two consecutive terms.

ELECTION PROCEDURE

Section 4.03: Directors at large shall be elected by a majority vote of the members present and voting at the annual meeting. The newly elected Director shall assume term of office immediately following the annual meeting.

Section 4.04: When a vacancy occurs in the office of a Director at large of this Society, an Alternate Director shall be appointed by the President from the same area represented by the former Director within thirty (30) days. The Alternate Director shall immediately assume the office for the unexpired term.

PURPOSE

Section 4.05: The Board of Directors shall have general charge of all the business affairs of this Society in the interim between the Annual sessions of the Society unless a special session should be called. To this end, the Board of Directors or the Executive Committee of the Board of Directors may take any action not in conflict with a former action of the Society as may be necessary to meet previously unforeseen situations and may exercise in such cases the full power of the Society provided that the Board of Directors or the Executive Committee may not act to bind this Society in any way beyond the next session of the Society.

GENERAL POWERS AND DUTIES

Section 4.06: The Board of Directors shall make inquiry concerning the practice of neurosurgery in this state and shall have authority to adopt such methods as may be deemed most efficient for improving and increasing of interest in the specialty of neurosurgery. It shall encourage postgraduate and research work and shall endeavor to have the results intelligently discussed and utilized.

Section 4.06-1: Financial . All monies of this Society received by the Board of Directors or its authorized representatives must be duly accounted for and paid to the Secretary-Treasurer. The Board of Directors shall have the power to inspect and audit the accounts Or the Secretary-Treasurer, other officers, the committees or other officials of this Society at any time, and shall see that annual reports are made to the Society on all matters pertaining to the finances or expenditures of this Society.

Section 4.06-2: Committees . The Board of Directors shall have the power to create committees from its number and to endow them with authority to act in the interim between meetings of the Board of Directors upon specific matters which would ordinarily require special meetings of the Board of Directors. These committees may be augmented by appointment of additional members of this Society who are not members of the Board of Directors.

Section 4.06-3: Board of Censors. The Board of Directors shall be the Board of Censors of this Society and may convene as such on direction of the President of the Society.

Section 4.07: The Board of Directors shall hold an annual meeting prior to each Annual Session.

Section 4.07-1: Presiding Officer. The President shall serve as the presiding officer of the Board of Directors except as otherwise provided in these Bylaws.

Section 4.07-2: Quorum. A majority of the members of the Board of Directors present shall constitute a quorum.

Section 4.07-3: Voting Members. All members of the Board of Directors shall have the same voting privileges.

Section 4.07-4: Additional Meetings. Other meetings of the Board of Directors may be called at any time during the year by the President upon reasonable notice or upon petition of three members of the Board of Directors.

EXECUTIVE COMMITTEE

Section 4.08: The Executive Committee of the Board of Directors shall have authority to act

in the interim between meetings of the Board of Directors upon all matters which would ordinarily require approval by the Board of Directors and Which have not been delegated elsewhere by these Bylaws.

Section 4.08-1: Composition. The Executive Committee of the Board of Directors shall be composed of the President, the President Elect and the Secretary-Treasurer.

Section 4.08-2: Meetings. Meetings of the Executive Committee shall be held upon the call of the President. The President shall serve as the presiding officer. All three members shall constitute a quorum.

Section 4.08-3: Reports. At each meeting of the Board of Directors the Executive Committee shall submit a detailed report of its activities since the preceding meeting of the Board.

TRAVEL EXPENSES

Section 4.09: Except for meetings held in conjunction with the Annual Session of this Society, the members of the Board of Directors shall receive reimbursement toward travel expenses incurred in attending meetings of that body. There shall be reimbursement for other business expenses approved in advance by the Board of Directors.

CHAPTER V ANNUAL AND SPECIAL SESSIONS

ANNUAL SESSION

Section 5.01: This Society shall hold an Annual Session at such time and place as has been fixed by the Board of Directors. In the event of change, due notice shall be forwarded to the membership as early as possible and not less than three weeks before the new date selected.

Section 5.01-1: The Society shall hold an interim meeting approximately midway between the dates of the Annual Session at such times to be set by the Directors.

GUESTS

Section 5.02: Any person may become a guest of this Society during the Annual Session or Interim Session upon invitation of an officer or director and shall be accorded the privileges of participating in all functions of the session except voting.

PROGRAMS

Section 5.03: The scientific programs at the Annual Session or Interim Session shall be

known as the Scientific Assembly and may consist of general meetings and sections as is deemed advisable by the Committee on Programs. There shall also be included in the program of each Session at least one business meeting for election of officers, receipt of reports from officers, directors, committees and other officials and transaction of other business affairs of the Society.

ORDER OF MEETINGS

Section 5.04: The order of Business, papers and discussions at a general or special meeting shall be followed exactly as set by the Committee on Programs except when otherwise ordered by a two-thirds vote of the members present. With the concurrence of the President, a definite time shall be designated by the Committee on Programs for the annual address of the President.

RESOLUTIONS

Section 5.05: All resolutions and similar official actions issued to the public or to other organizations in the name of this Society shall first be approved by the Board of Directors.

SPECIAL SESSIONS

Section 5.06: Special sessions of the membership of this Society may be called by the President upon approval by the Board of Directors. Special sessions shall be held at the time and place set by the Board of Directors. Notice of special sessions and the subject or subjects to be presented shall be forwarded to each member of the Society at least thirty days in advance of the date established for the meeting.

CHAPTER VI COMMITTEES

COMPOSITION

Section 6.01: The Standing and Special Committees of this Society shall be composed of members of this Society appointed by the President except as otherwise provided in these Bylaws.

TERMS

Section 6.02: The terms of office of the Chairman and members of Standing and Special Committees shall be for the term for which the President appointing them was elected unless otherwise provided in these Bylaws.

PURPOSES

Section 6.03: It should be the aim and purpose of committee work and committee appointments to divide equitably and increase the responsibility of the work of the Society among the individual members, thereby stimulating their personal efforts toward betterment of all conditions affecting physicians as individuals and this Society as a whole. No function outside of those authorized by these Bylaws may be undertaken by any committee without approval by the Executive Committee or the Board of Directors.

REPORTS

Section 6.04: Each Committee shall submit a written report in duplicate to the Secretary-Treasurer not later than one month before each Annual Session and shall submit such other reports as the Board of Directors may require.

EXPENSES

Section 6.05: Expenditures by committees for activities or projects may be anticipated and included in the annual budget of the Society for presentation and approval of the Society by the Board of Directors. Other expenditures shall not be made, nor other obligations incurred without the consent and approval of the Board of Directors. Statements for approval of expenditures shall be certified by the Chairmen of the various committees and forwarded to the Secretary-Treasurer for payment.

STANDING COMMITTEES

Section 6.06: The Standing Committees continue from year to year. As soon as possible after assuming office, the President shall appoint the Chairman and members of each Standing Committee. The Standing Committees of this Society are:

Section 6.06-1: Committee on Bylaws, Rules and Legislation.

Composition: Three or more members, preferably at least one of whom was a member of the retiring committee.

Duties: Consider matters pertaining to the Bylaws and Rules, and to make such recommendations as may arise therein in order to further the work of this Society.

Section 6.06-2: Committee on Membership.

Composition: Three or more members.

Duties: Make investigations and recommendations concerning applicants for the categories of

membership elsewhere provided in these Bylaws and to encourage qualified members of the medical profession to apply for membership in the Society.

Section 6.06-3: Professional Conduct Committee.

Composition: The Professional Conduct Committee shall consist of three members appointed by the President with the approval of the Board of Directors to serve for a term of three years such that there is always on the Committee at least one member who is an experienced committee member. No member of this Committee shall hold any elected office in this Society.

Duties: To enhance the quality of neurosurgical practice. To receive and review all complaints and conduct concerning a violation of the Bylaws of the Society or a breach of the ethical or professional standards of the medical profession or the Society in accordance with the provisions of Chapter VII of these Bylaws.

Section 6.06-4: Scientific Program Committee.

Composition: This committee shall consist of three members appointed by the President for a period of one year but may be reappointed. Preferably, these appointees shall have had previous service with the Scientific Program Committee. The three members shall be appointed as General Chairman, Program Chairman and Local Arrangements Chairman. These three members and the President, President Elect and Secretary-Treasurer of this Society shall form an Executive Group of the Scientific Program Committee. The members may appoint such committee members as the Executive Group deems necessary for the proper presentation of the annual program.

DUTIES: Plan and organize the Annual Session and Scientific Assembly. Such organization shall be complete at least forty-five days prior to each annual session. Close liaison shall be maintained with the Public Relations Committee. Assignments shall include making all hotel or other arrangements necessary for the business and scientific meetings. This will entail mailing notices, registration, organization of rooms for business and scientific meetings, technical exhibits and program printing in cooperation with the Secretary-Treasurer. The Society will encourage that one resident from the Emory Neurosurgical program and one resident from the Medical College of Georgia Neurosurgical program be invited to attend the spring meeting and to present a paper at the meeting. The room and board expenses of each resident are to be borne by the Society at the basic rate of the hotel where the meeting is held.

Section 6.06-5: Nominating Committee.

Composition: There shall be a Nominating Committee of the Society composed of 6 members: the three immediate Past-Presidents (the immediate past-president to be the chairman), and 3

active at-large members who are not directors. The at-large members will each represent the three Areas of the State ---- Area I, Area II, and Area III. The three non-Director members shall be nominated and elected for staggered two year terms by the voting members at the Annual Business Meeting of the Society.

Section 6.06-7: Committee on Public Relations

Composition: Three or more members.

Duties: Make recommendations and take appropriate action to improve and maintain relations between the specialty of neurological surgery and the medical profession generally and disseminate information to the public as concerns neurological Surgery.

Section 6.06-8: Committee on the Joint Committee of the State Neurosurgical Societies.

Composition: Three members: two delegates and one alternate delegate. The delegates shall be elected for terms of 6 years and the alternate for 3 years.

Duties: To attend meetings of the Joint Committee of State Neurosurgical Societies, representing the Georgia Neurosurgical Society, and report proceedings to the Society.

Section 6.06-9: Committee on Archives:

Composition: The chairman of the Committee on Archives is to be appointed by the President with the approval of the Board of Directors, and to serve at the pleasure of the Board.

Duties: To keep and maintain historical information, artifacts, and memorabilia of historical interest to the Society.

SPECIAL COMMITTEES

Section 6.07: The Special Committees of this Society are those appointed by the President for specific purposes during the term of office, provided, however, they shall not receive assignments that conflict with or duplicate the functions of any Standing Committees.

CHAPTER VII DISCIPLINE

MEDICAL ETHICS

Section 7.01: The Principles of Medical Ethics of the American Association of Neurological Surgeons (AANS) or any statement of principle or policy by this Society, as the same shall be amended from time to time, or any Bylaw, rule, regulation or resolution of this Society shall be binding upon the membership of this Society. In the event of any contradiction among these various principles, those of this Society shall take precedence.

Section 7.02: All complaints to the Society concerning the professional conduct of a member shall be referred to the Professional Conduct Committee.

Section 7.02-1: Investigation. The Professional Conduct Committee shall receive and review any members' professional conduct which is in violation of the Bylaws of the Society or is in contravention of the ethical standards of the medical profession and the Society. If a majority of the members of the Committee shall determine upon submission of a written complaint that there is substantial basis for a charge of professional misconduct and that the charge, if sustained, would constitute a cause for disciplinary action under these Bylaws, then said Committee shall direct the member under complaint to appear before it at a hearing. However, if a majority of the members of the Committee find no need for a hearing, then the Committee shall inform the complainant that no further action will be taken.

Section 7.02-2: Notice of Charge. At least fifteen days before the date of said hearing the Professional Conduct Committee shall give the member written notice of the charges made against them and of the time and place of the hearing with respect thereto by mailing said notice to the member by registered mail to their last address as it appears on the records of the Society.

Section 7.02-3: Hearing. At the hearing the member and the Professional Conduct Committee may be represented by legal counsel and may call and cross-examine witnesses and produce evidence pertaining to the charges. The Professional Conduct Committee, by letter signed by its Chairman or by two of its members, may, upon not less than ten day's notice, direct any member Or the Society to appear before it at a hearing to give evidence with respect to the charges. It shall be in the sole discretion of the Committee to call or not to call any witness including the complainant. Failure of a member to respond to such summons without satisfactory excuse shall be cause for discipline under these Bylaws. All witnesses, including the accused if they shall testify, shall be duly sworn before a notary public or other officer duly authorized to administer oaths in the county in which the hearing is held. The Professional Conduct Committee is authorized in its discretion to reimburse witnesses who are not members of the Society for expenses actually incurred in attending the hearing. All evidence or information given to or before the Professional Conduct Committee shall be privileged. The proceedings at each hearing shall be stenographically reported and upon payment of the cost thereof, the accused shall be entitled to a copy of such report.

Section 7.02-4: Degree of Discipline. There shall be three degrees of discipline: (1) censure, (2) suspension from the rights and privileges of membership and (3) expulsion from membership. The imposition of discipline may also be suspended upon such terms and conditions as may be specified.

Section 7.02-5: Findings. After the conclusion of the hearing the Professional Conduct Committee shall present the findings of fact concerning the charges. A finding by the

Professional Conduct Committee that the member has not violated any principle, policy or any matter referred to in Section 7.01 of this Chapter shall be final and conclusive. If the Professional Conduct Committee shall find such a violation, it shall submit its findings to the Board of Directors in writing, together with its recommendations concerning the discipline, if any, to be imposed upon the member, and a copy of the stenographic report of the proceedings held before it in the matter.

Section 7.02-6: Notification. The Professional Conduct Committee shall in every case serve upon the member a copy of its findings of fact and recommendations, if any, by mailing said copy to the member by registered mail to their last address as it appears on the records of the Society.

Section 7.03: If the member shall feel aggrieved either by the findings of fact or by the recommendations of the Professional Conduct Committee, they may obtain a hearing before the Board of Directors.

Section 7.03-1: Appeal and Bond. A written application for such a hearing must be filed with the Secretary of the Society at any time within twenty days after the Professional Conduct Committee shall have mailed to them a copy of its findings of fact and its recommendations. In such application the member shall specify which of the findings of fact or recommendations they contend to be erroneous. Such application shall be accompanied by a penal bond in the sum of three hundred (\$300.00) dollars. If, after such hearing, the findings of fact of the Professional Conduct Committee shall be affirmed and its recommendations accepted, the member shall forfeit to the Society all or such share of said bond as shall represent the necessary expenditures on the part of the Society incident to such appeal. If the appeal of the member is upheld, the bond shall be refunded to them in its entirety.

Section 7.03-2: Hearing. At the hearing before the Board of Directors, the member shall have the right to appear in person and to be represented by legal counsel. No evidence shall be taken at said hearing. The evidence before the Board of Directors shall consist only of the notice of charges served on the member, the minutes of the proceedings before the Professional Conduct Committee, the findings of fact and recommendations of the Professional Conduct Committee and the application for the hearing. In its discretion, the Board of Directors may remand the matter to the Professional Conduct Committee to take further testimony or such other proceedings as it may direct.

Section 7.03-3: Findings. After the conclusion of such hearings, the Board of Directors shall, provided it does not remand the matter to the Professional Conduct Committee, make its own findings of fact to the extent it does not concur with the findings of fact of the Professional Conduct Committee and shall decree what discipline, if any, shall be imposed upon the member.

Section 7.03-4: Notice. Notice of the action of the Board of Directors in these respects shall

be served upon the member by mailing written notice of such action to the member by registered mail addressed to the latest address as it appears on the records of this Society. In all instances notice of the action of the Board of Directors shall be served upon the Professional Conduct Committee.

Section 7.04: Notice of any disciplinary action taken pursuant to this chapter shall be published in the official publication of the Medical Association of Georgia following final appeal, if any, by the accused to the Board of Directors. Notice will also be forwarded to the Composite Board of Medical Examiners of the State of Georgia.

Section 7.05: Any physician serving as a member of the Peer Review Committee, the Board of Directors or similar committee evaluating charges against a member, which charges pertain to the quality of care rendered in a hospital, the diagnosis, treatment and care of a patient or the medical or health charges or fees to a patient, shall not be liable in damages to any person for actions taken or recommendations made by him/her within the scope of their function as a member of such committee. The reviewing member shall not be liable for such action or recommendation made without malice and reasonably believed to be warranted by the facts known to them after a reasonable effort by them to ascertain the facts. The Society, when acting in such a reviewing capacity, is to the same extent as a member physician free from liability for actions or recommendations made.

CHAPTER VIII FUNDS AND EXPENDITURES

FUNDS

Section 8.01: Funds of this Society shall be raised by an annual per capita assessment on each class of membership as provided elsewhere in these Bylaws. The amount of assessment shall be established in the manner provided in these

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Section 8.01: Bylaws. Funds may also be derived by voluntary contributions; from bequests, patents and copyrights, by income from this Society's publications and in any other manner approved by the Board of Directors.

EXPENDITURES

Section 8.02: Funds may be appropriated by the Board of Directors to defray the expenses of this Society and for such other purposes as will promote the welfare of neurological surgery.

CHAPTER IX SEAL

The Society shall have an official seal which shall at all times remain in the custody of the Secretary.

CHAPTER X RULES OF ORDER

The deliberations of this Society shall be governed by parliamentary usage as contained in the latest edition of Demeter's Manual of Parliamentary Law and Procedure when not in conflict with these Bylaws.

CHAPTER XI REFERENDUM

Section 9.01: The Board of Directors may by a two-thirds vote of the members present and voting at a meeting thereof, order a general referendum on any question pending before that body.

VOTING PROCEDURE

Section 9.02: The question shall then be submitted to the voting members of this Society who may vote by mail. A valid referendum shall require a vote by at least one-third of the members eligible to vote, and a majority vote of the members voting shall determine the question. The voting shall be considered completed at the end of thirty, days from the day the question of the referendum is deposited in a United States Post Office.

CHAPTER XII AMENDMENTS

Section 10.01: These Bylaws may be amended by a two-thirds majority of members present at an Annual Session, Interim Session or at a Special Session called for that purpose. Amendments shall be proposed at the annual or interim session, and following that session, circulated to the membership at least 30 days prior to the session at which they will be voted upon.