

# BYLAWS OF THE AMERICAN SOCIETY OF NEUROPHYSIOLOGICAL MONITORING

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## ARTICLE I. ORGANIZATION

- 1.1 *Name.* The name of this corporation shall be The American Society of Neurophysiological Monitoring.

## ARTICLE II. PURPOSES

- 2.1 *Purposes.* The purposes of the Society shall be to:
- a. Develop and pursue standards of excellence in performance of patient care and clinical practice among all involved in neurophysiological monitoring.
  - b. Provide quality educational offerings using the venues of meetings, webinars, on-line modules and other means supported by current or future technologies in order to promote high quality patient care.
  - c. Develop the knowledge base that defines, supports and enhances the practice of intraoperative neurophysiological monitoring.
  - d. Create a point of access that allows mutual support and information sharing in the field of IONM.
  - e. Articulate the value of Intraoperative Neurophysiological Monitoring (IONM) to all stakeholders.
  - f. Promote the development of a community that welcomes all who are directly involved with IONM.
- 2.2 Membership in the Society constitutes support and participation in the advancement of the Society's purposes, but does not imply certification by the Society of the Member's competency in the application or knowledge of neurophysiological monitoring techniques.
- 2.3 The Society has been formed under applicable not-for-profit corporation acts for the public

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purposes described herein. The Society shall be nonpartisan and not-for-profit. The Society shall not participate in any political campaigns or support any candidate for public office.

- 2.4 The properties and assets of the Society are dedicated to scientific and educational purposes. No part of the net earnings, properties or other assets of this corporation shall profit any member, the Board of Directors, officer, or any private person.

### ARTICLE III. MEMBERSHIP

- 3.1 *Composition.* The membership of the Society shall consist of Fellows, Members, Emeritus members and Associate members. Allocation of membership categories shall be the sole responsibility of the Board of Directors upon recommendation of the Membership Committee.
  - 3.1.1 The Society may, at the discretion of the Board of Directors, employ a professional management team (management team) to manage the operations of the Society. The scope of the operations covered by the management team shall be determined by the Board of Directors in conjunction with the management team. The management team will not be voting members of the Society but may function in an advisory capacity.
- 3.2 *Classifications and Qualifications.* Membership categories and respective qualifications in the Society shall be:
  - a. Fellow. Membership as Fellow shall be open to all individuals who have made outstanding contributions to the field of neurophysiological monitoring which may include a significant contribution to the ASNM and have been a member of the Society in good standing for at least five years. The designation of Fellowship status may only be made by the Board of Directors, upon recommendation of the Membership Committee.
  - b. Member. Membership as a Member shall be open to all individuals who have demonstrated interest or experience in neurophysiological monitoring. Membership status may be conferred directly by the Membership Committee upon satisfaction of all requirements then in effect as approved by the Board of Directors. The Board of Directors, at their discretion, may offer different levels of active membership such as individual, corporate, and institutional. The definition and dues structure for each level will be established by the Board of Directors.
  - c. Emeritus. Upon retirement, a member may be awarded emeritus status at his or her former level of membership by the Board of Directors. Members so designated may not hold Society office, shall be non-voting members of the Society and shall be exempt from payment of all dues.
  - d. Associate. The Board of Directors, by a majority vote, may create Associate categories. These Associate members may not hold Society office, shall be non-voting members of the Society and shall pay a membership fee as determined by the Board of Directors for each category of Associate membership. Other benefits and privileges of this membership shall be specified by the Board for each category.

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### *3.3 Application for Membership.*

- a. Member. Application for membership as a member, or group, shall include completion of the membership application, submission of a current resume(s) or curriculum vitae, and payment of the application fee.
- b. Fellow. Nominations for Fellowship status will be reviewed and considered by the Membership Committee for recommendation to the Board of Directors.
- c. Emeritus. Application for Emeritus must be made by petition of that individual directly to the Board of Directors.
- d. Associate. Application for Associate membership will be as specified by the Board of Directors for each category of Associate membership.

### *3.4 Granting of Membership.* Applications and nominations for all categories of membership in the Society, except Emeritus, shall be reviewed by the Membership Committee. In the case of the Member and Associate categories, the Membership Committee shall have the power to grant the requested membership directly upon successful completion of the required membership process. In the case of Fellowship, the Membership Committee shall review all nominations and make a recommendation to the Board of Directors at the next scheduled meeting of the Board. The Board of Directors shall be the final authority in the granting of Fellowship or the awarding of membership in any category.

### *3.5 Dues.* The annual dues will be established by a majority vote of the Board of Directors. Dues notices will be sent out by the Society management team by November 1st of the preceding year. Dues shall be payable by January 1 of each year and will be considered delinquent if not paid by the last day of February of the year in which they are due.

### *3.6 Severance of Membership.* Membership in the Society may be revoked (terminated) for one or more of the following causes:

- a. Dues Delinquency. Members whose dues are delinquent shall be notified by the Society Treasurer of such delinquency by the end of March of the year in which they are due. If the dues remain delinquent sixty (60) days after such notification, membership shall be suspended. Any individual whose membership has been so suspended may apply for reinstatement by payment of all dues for the current year.
- b. Resignation. Any member may submit a resignation in writing to the Secretary of the Society. The individual shall cease to be a member of the Society as of the date such resignation is received. Previously paid dues are not refundable.
- c. Disciplinary Action. A member's association with the Society may also be terminated as a result of disciplinary action taken by the Board of Directors under Article X of these Bylaws.

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## ARTICLE IV. MEETINGS

- 4.1 *Times and Location of Meetings.* The Society shall meet at least once each year and at such other times and places as the Board of Directors may from time to time determine.
- 4.2 *Business Meetings.* A business meeting of the general membership shall be held during the Annual Meeting of the Society. At each business meeting, members shall be informed of all actions taken by the Board of Directors since the last meeting of the Society.
- 4.3 *Voting and Quorums.* Issues presented to the general membership for a vote at the annual business meeting may be decided by a majority of those present at the meeting and eligible to vote, provided a quorum is present or be subjected to mail or electronic ballot as set forth in Section 4.5 hereof. Twenty percent of the voting members of the Society present in person, or responding by electronic ballot, shall constitute a quorum. Proxy voting shall not be permitted. In the event of a tie vote, the presiding officer of the Society shall determine the outcome. All issues pertaining to matters concerning the Society's Bylaws shall be subject to a mail or electronic ballot procedure as set forth in Section 4.5.
- 4.4 *Rules of Order.* The meetings of the Society shall be governed by the Rules contained in the current edition of *Robert's Rules of Order* in all cases in which they are not inconsistent with the other provisions of the Bylaws of the Society.
- 4.5 *Ballot.* Upon its own motion or by motion of a majority of the membership present at the Annual Meeting, the Board of Directors may direct the submission of any question, issue or action to a vote of the general membership by mail or electronic ballot. In such event, the Society management team shall be responsible for the generating, distributing, and counting of such ballots. A tabulation of the results will be submitted as a report to the Board of Directors by the management team, and such information will be then disseminated to the general membership.
- 4.6 *Electronic Voting.* Any action required or permitted by the bylaws or any provision of law to be taken by the Board of Directors or a committee of the board of directors at a meeting or by resolution may be taken in a meeting through the use of any means of communication by which (a) all participating directors may simultaneously hear each other during the meeting, and (b) all communication during the meeting is immediately available to each participating director.
- 4.7 *Minutes.* Minutes of all meetings shall be recorded and kept by the management team of the Society. Such records will be kept in a form so that they may be inspected by any Member. Minutes of all business meetings of the general membership shall be signed or approved electronically by the President and the Society Secretary and reported, subject to correction, at the next following business meeting.

## ARTICLE V. BOARD OF DIRECTORS

- 5.1 *Composition.* The Board of Directors shall consist of the President, the President-Elect, the Immediate Past President, the Society Secretary and the Society Treasurer and up to sixteen

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(16) additional Members at Large. Each elected Board member shall have the power to vote on issues to be decided by the Board of Directors except for the Secretary and Treasurer as described in 6.5 and 6.6. If either the Treasurer or Secretary are elected members of the Board, they are voting members of the Board. The Board of Directors shall periodically review the size of the Board and its effectiveness and may choose to modify the size of the Board. If the number of at-Large Board seats is to be changed, the number of Board positions to be filled in the next election cycle shall be one-fourth of the final number of at-Large seats that are designated for the revised Board composition.

- a. **Members at Large.** One-fourth of the Members at Large (no more than four members) shall be elected each year to serve a four-year term. No Member at Large may serve more than two consecutive terms. Each member nominated to serve on the Board of Directors shall be a Fellow or Member in good standing for a continuous three years.
  - b. **Meeting Attendance Requirement.** Board members are expected to attend regularly scheduled Board meetings. These include the Annual Meeting and the mid-year meeting. Any Board member who fails to physically attend (i.e., is present in person) two consecutive regularly scheduled Board meetings without cause will be deemed to have abandoned the office and the seat will be declared vacant. Attendance by proxy is not allowed in order to fulfill this requirement for participation in the meetings.
  - c. **Liaison Membership.** One nonvoting member from the American Board of Neurophysiologic Monitoring (ABNM) may be appointed to the Board of Directors by the ABNM. The Board of Directors may create other nonvoting positions as it sees fit, from time to time to receive input from and to foster relationship and communications with other organizations.
  - d. **Vacancies.** Vacancies, other than the President-Elect that occur on the Board as a result of any member's inability to serve, removal or resignation shall be filled by the President with the assent of the majority of the Board unless otherwise provided for in these Bylaws. Any member so appointed shall serve out the unexpired term of the member being replaced. Should the office of the President become vacant, the President-Elect shall assume the duties of the President. Should the office of President-Elect become vacant, the Membership Committee shall be directed by the President to select suitable candidates for the office of President-Elect and the Society's management team shall immediately conduct a general election as stipulated in Section 7.1. Such election shall make provision for write- in candidates.
- 52 *General Powers.* The affairs of the Society shall be managed by the Board of Directors, and all of the executive powers of the Society shall be vested in it.
- 53 *Meetings.* A meeting physically attended by the Board of Directors shall be held at the Annual Meeting of the Society and one other time during the year. Physical or virtual meetings may be held at other times if requested by the President or by at least four (4) members of the Board. The President or the Secretary or other officer performing the Secretary's duties shall give at least fourteen (14) days' notice of a planned Board of Directors meeting. Physical, virtual or telephone conference-call meetings where a quorum is present (as defined in Section 5.4) shall

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constitute a meeting of the Board of Directors at times other than associated with the Annual Meeting of the Society. Virtual meetings may be constituted using any mechanisms that afford immediate contemporaneous communication.

- 54 *Quorum.* At any meeting of the Board of Directors, a quorum shall consist of a majority of the current voting membership of the Board. Any act of a meeting so held shall be considered the act of the entire Board of Directors unless otherwise provided in these Bylaws.
- 55 *Specific Duties.* In addition to its other duties, the function of the Board of Directors shall be as follows:
- a. *Grant Fellowship or Emeritus Status.* By a majority vote, to those individuals recommended by the Membership Committee.
  - b. *Committee Membership.* The Board of Directors shall confirm members appointed to the Society's standing and ad hoc committees and serve as the governing body to which these committees report.
  - c. *Removal from Office.* Remove from office any officer, member of the Board of Directors, or member of the Advisory Board who fails to discharge the obligations associated with such office. Such action shall require a two-thirds majority vote of the Board of Directors. Notification of such action shall be communicated by the Society's Secretary via certified mail or by electronic communication.
  - d. *Designate the date and location of the Annual Meeting of the Society.*
  - e. *Society Funds.* The Board of Directors shall be the final authority in the administration of the Society's funds. It shall also cause an annual audit of the financial status of the Society to be performed annually by an independent Certified Public Accountant.
  - f. *Vacancies.* Have authority to fill any officer position by a two-third's vote of the Board if not otherwise provided for by the Bylaws.

### ARTICLES VI. OFFICERS

- 61 *Officers.* The officers of the Society shall be the President, President-Elect, Immediate Past-President, Secretary and Treasurer. By direction of the Board of Directors, the offices of Secretary and Treasurer may be combined and held concurrently by a single individual. By direction of the Board of Directors, some of the duties assigned to the offices of Secretary and Treasurer under these articles may be delegated to the management team.
- 62 *President.* The President of the Society shall be responsible for administration of the Society's business. He shall preside at all meetings of the Society and shall serve as the Chairman of the Board of Directors. He must approve, in writing, with the Society Treasurer any deeds,

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mortgages, bonds, expenditures exceeding \$1,000.00 and any contracts or instruments, which the Board of Directors has authorized to be executed. The term of office shall be one year and shall commence at the conclusion of the first business meeting convened at the Annual Meeting of the Society or such time as the annual business meeting is scheduled should it be canceled for any reason.

- 63 *President-Elect.* The President-Elect shall assume duties and responsibilities of the President at the conclusion of the President's term or if the office is vacated. In the absence of the President or in the event of his inability or refusal to act, the President-Elect shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions of the Presidency. The term of office of the President-Elect shall be normally one year. If the President-Elect assumes the duties of President prior to the normal end of term, he shall complete the President's remaining term and then complete his term as President for which he had been previously elected. If the President-Elect is unable to fulfill the term of office of the President, the immediate Past-President shall assume the interim Presidency until an election can be held. The primary duties of the President-Elect shall be to assist the President in the execution of his duties, and any other duties delegated by the Bylaws of the Society or designated by Board of Directors from time to time. All candidates for the President-Elect shall be Members or Fellows of the Society in good standing.
- 64 *Immediate Past-President.* After completing a term, the President shall serve as Past-President until replaced by the next retiring President. The Immediate Past-President shall be an active voting member of the Board of Directors. If vacant, the office of Immediate Past-President shall remain empty until it is filled by the next retiring President.
- 65 *Secretary.* The office of Secretary shall be filled by appointment by the President and ratified by two-third's vote of the total membership of the Board of Directors. The Secretary shall keep the minutes of the meetings, give notices in accordance with the provisions of the Bylaws or as required by law, be custodian of the Society's corporate records and the seal of the Society. Each decision of the Executive Committee and the Board of Directors made between the biannual Board of Directors meetings will be documented and recorded by the Secretary of the Society as recent business. Recent business is submitted for review by the Board of Directors at the next Board meeting. The Secretary shall keep a register of the mail and email addresses, telephone and facsimile numbers of each member, as furnished by the latter, and, in general, perform all duties incident to the office of the Secretary and such other duties that from time to time may be assigned to him by the President or the Board of Directors. He shall notify all members of the committees of their appointments and duties assigned to them. The office of Secretary is a non-voting member of the Board of Directors. A person appointed to the position of Secretary will hold the position until replaced by the President and Board of Directors as detailed above. In the event the Secretary is not able to perform his or her duties, as defined by the President or Board of Directors, the position will be filled by appointment of the President with ratification at the next meeting of the Board of Directors as detailed above.
- 66 *Treasurer.* The Society Treasurer shall keep the accounts of the Society and collect all monies due to the Society. He shall oversee the payment of all reasonable expenses of the Society. He shall have charge and custody and be responsible for all funds and securities of the Society, receive and give receipts for monies including those due and payable to the Society from any



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sources whatsoever and deposit all such monies in the name of the Society in such banks, trust companies or other depositories. He shall keep a correct record of all monetary transactions, providing such records for audit annually or whenever so directed by the Board of Directors. The Treasurer is a non-voting member of the Board of Directors. A person appointed to the position of Society Treasurer will hold the position until replaced by the President and Board of Directors as detailed above. In the event the Treasurer is not able to perform his or her duties, as defined by the President or Board of Directors, the position will be filled by appointment of the President with ratification at the next meeting of the Board of Directors as detailed above.

### **ARTICLE VII. ELECTIONS AND REMOVAL**

- 7.1 *Elections.* Nominations for President-Elect and Members-at-Large on the Board of Directors of the Society shall take place during the Business Meeting at the regular Annual Meeting of the Society. Candidates nominated by the Membership Committee shall be presented at the Annual Meeting of the Society. Additional nominations may be made by any voting member of the Society in good standing at the annual business meeting. Nominations made at the annual business meeting must be confirmed by one-fourth of the voting members present at the meeting. All nominees must be members in good standing of the Society and meet the qualifications for the office to which they are nominated. Position statements by the nominees shall be forwarded to the Society management team within thirty (30) days after notification of nomination by the management team. The election of officers will be accomplished in such a way as to protect the integrity of the process and may be by mail or secure electronic ballot as detailed in Section 4.5. A plurality of those voting members responding shall be required for election of President-Elect.
- 7.2 *Removal.* Any officer or member of the Board of Directors may be removed by (a) a three-fourth's vote of the membership responding by mailed or secure electronic ballot or (b) a three-fourth's vote of the entire voting membership of the Board.
- 7.3 *Vacancies.* A vacancy in any office or Member-at Large, with the exception of the Immediate Past-President, may be filled by a two-third's vote of the Board of Directors except as detailed elsewhere in the Bylaws.
- 7.4 *Compensation.* Officers or members of the Society shall not receive any compensation for their services as specified in these bylaws. However, those expenses reasonably associated with the discharge of duties may be reimbursed provided that such expenses are submitted for approval by the Board of Directors.
- 7.5 *Term of Office.* Unless otherwise specified in these bylaws, all terms of office for Officers and Board members shall commence at the conclusion of the first business meeting convened at the Annual Meeting of the Society or such time as the annual business meeting is scheduled should it be canceled for any reason.

### **ARTICLE VIII. COMMITTEES**

- 8.1 *General.* All Committees, except the Ethics Committee, will have a designated liaison who is responsible for reporting all committee recommendations to the Board. Each committee will



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also have a Chair. The Chair is invited to address the Board, at his or her discretion, when committee recommendations are made to the Board. Committee liaisons will be members of the Board of Directors. An annual report by each Committee liaison or Committee Chairperson shall be made at the annual business meeting.

- 82 *Executive Committee.* The Executive Committee shall consist of the President, the President-Elect, the Immediate Past-President, the Secretary and the Treasurer. The Executive Committee shall be empowered with the running of the Society's day-to-day affairs in conjunction with the management team. All actions taken by the Executive Committee between meetings of the Board of Directors shall be reported to the Board at its next meeting. The Executive Committee shall periodically review the Bylaws of the Society and make recommendations for amending the Bylaws to the Board as needed.
- 83 *Standing Committees.* There are 8 (eight) standing committees of the ASN. All “committee work” should be assigned to one of these committees. Future needs may require broadening the scope of the activities of one or more of the committees but formation of new committees is discouraged unless the mission of the Society evolves sufficiently.

The standing committees are Education, Finance, Research, Membership, Guidelines and Standards of Care, Representation and Advocacy, Technology, and Ethics. The Ethics Committee will be independent of the Board and be the only committee without Board member as the committee liaison; that role falls to the Ethics Committee Chair.

- 8.3.1 *Education Committee.* The Education Committee shall be composed of the Program Chairs for the next Annual Meeting, one member of the Board of Directors (the liaison), members actively involved in the online educational program, and any interested member of the Society with a desire to advance the educational objectives of the Society. This committee shall be responsible for the educational content of the Annual Meetings, symposia, the Monitor, and all web based educational offerings.
- 8.3.2 *Research Committee.* The Research Committee is charged with developing the knowledge base that defines, supports and advances the field of intraoperative neurophysiology. This includes but is not limited to conducting systematic reviews of the literature, providing peer review of scientific submissions for the Annual Meeting, and design of outcomes studies.
- 8.3.3 *Membership Committee.* The Membership Committee shall receive and review all nominations for Fellowship and all applications for membership in the Society. The Committee shall vote on all eligible applicants for membership. The Chairman shall present a list of all eligible applicants and indicate those approved by the Committee at Board of Directors Meetings. Candidacy for Fellowship will be reviewed by the Membership Committee and with the Committee's recommendations presented to the Board of Directors at the next Annual Meeting. In addition, The Committee shall report the names of all nominees to the management team prior to the annual business meeting of the Society. The Society Secretary-Treasurer shall present the Committee's

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recommendations to the Society at the business meeting.

- 8.3.4 *Guidelines and Standards of Care Committee.* This committee is charged with periodic review and updating, if required, of ASNM position statements, reviewing current evidence to determine if a true “standard of care” exists for procedures or modalities, communicating these standards via a published document that is approved by the Board of Directors, and recommending IONM practice guidelines for adoption by the Board of Directors.
- 8.3.5 *Finance Committee.* The Finance Committee shall consist of the Secretary, the Treasurer, the Immediate Past-President, the President-Elect and the President of the Society and not less than two nor more than three Members in good standing of the Society who are not members of the Board of Directors. The Finance Committee shall:
- a. Prepare and propose an annual budget, in conjunction with the professional management team, or the next fiscal year beginning 1 January of the year following the “mid-term” Board meeting. The budget will be presented at the meeting for Board approval.
  - b. Perform any other *ad hoc* financial analysis assigned by the Board either in conjunction with the management team or independently, at the discretion of the Board.
- 8.3.6 *Technology Committee.* The Technology Committee will be responsible for advising the Board concerning emerging technologies that will impact the field of IONM including developments in telecommunications as well as monitoring modalities. This committee will also have the responsibility for reviewing and responding to inquiries from technical organizations such as the ATA and similar.
- 8.3.7 *Representation and Advocacy Committee.* This committee shall advise the Board regarding efforts aimed at increasing awareness of the value of IONM among all stakeholders; this includes but is not limited to the public at large, patients, government, payers, and hospital administrators.
- 8.3.8 *Ethics Committee.* The Ethics Committee shall be the only committee without a Board liaison. This committee shall adjudicate all referrals made based on Article IX below. The Ethics Committee then will report its findings and recommendations to the Board for action in closed session.

Ethics Committee Composition. The Ethics Committee shall have five members serving staggered three-year terms so that no more than two are replaced in a given year. The terms are renewable one time. Three of the five members of the Ethics Committee shall have been members of the Society for at least seven years (senior members) ***at the time of nomination***. The other two members shall have been members in good standing for at least one and no more than seven years **at the time of nomination**.

Candidates for the Ethics Committee are selected by the Membership Committee from among members in good standing who are **not currently** officers of the Society, members of the Board of Directors or a Chair of one of the other standing committees.

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Ethics Committee members as of the date of adoption of the revised by-laws will be candidates for the Committee in addition to any new candidates proposed by the Membership Committee. Candidates for the Ethics Committee must be approved by a 2/3 majority of the Board members present at the Annual Meeting. If more than the minimum number of candidates needed to fill open seats are presented, then the Board will vote by paper ballot. The candidate receiving the fewest votes is eliminated from the ballot and the vote repeated until the number of remaining candidates equals the number of vacant seats.

**Ethics Committee Process.** The Ethics Committee shall consider disciplinary action for any professional misconduct on the part of any fellow or member of the Society when allegations of moral and/or ethical misconduct are brought to the attention of the ethics committee. These allegations must be made in writing, by a person with direct knowledge of the alleged misconduct or corroborated secondary knowledge. Allegations based upon tertiary information, or uncorroborated secondary information, will not be accepted. Persons bringing forth an allegation will be given an identifying code by the Chair of the Ethics Committee to maintain anonymity from general ASNM constituency, ASNM Board and ASNM Executive Board. The allegations will then be investigated by the Ethics Committee. If the committee determines that the complaint does indeed construe a potential ethical violation the identity of the witness cannot remain anonymous for the investigation to proceed and the accuser will be notified and given the option to either a) withdraw from the investigation thus ending it, or b) continue with the investigation with full disclosure of their identity. The Ethics Committee's findings will be delivered in writing to the Board of Directors. Disciplinary proceedings may be held and result in probation, suspension, or expulsion from membership in the Society and may result in loss of Fellowship status.

- 84 *Manner of Acting.* The following rules shall govern the conduct of any committee of the Society:
- a. Except as hereafter set forth, the majority of each committee shall constitute a quorum for that committee.
  - b. Any member of the Society in good standing may serve on any standing committee, except Ethics, by volunteering to serve on the committee. The Board or Committee Chairs may approach members to request their participation in a committee.
  - c. The Committee Chairs are elected by the members of the committee in question and serve for one year. The Chairs are elected at the first committee meeting following the Annual Meeting. The Committee liaison will preside over the first election; the current Chair will preside over all subsequent elections of the Committee Chair. The Board liaison may serve as Chair of a Committee if first nominated by a non-Board member of the Committee and elected by the Committee members.
  - d. The Chairman of each standing committee shall make an annual report at the Annual Meetings or upon the request of the President, to the Board of Directors. The report must be completed within one month of the request.
  - e. No committee shall contract or make expenditures in excess of an amount, which has been authorized by the Board of Directors.
  - f. Any standing committee shall meet at the call of its Chairman or any two members of the

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committee. Telephone conference-call meetings shall constitute a meeting of the committee.

- g. Each committee member is entitled to one vote either in person or by proxy.
- h. Any committee member may be removed for failure to act by a majority vote of the Board of Directors upon recommendation of the Chairman of the involved committee.
- i. Any vacancy because of death, resignation, refusal to act or removal shall be filled by the committee Chairman with the assent of the Board of Directors.
- j. Unless specified otherwise in these bylaws, Committee Chairs may serve for a term not to exceed four years

### ARTICLE IX. ETHICS AND DISCIPLINE

91 *Consideration of Disciplinary Action.* The Board of Directors shall consider disciplinary action for any professional misconduct on the part of any fellow or member of the Society when allegations of serious misconduct are brought to the attention of the Board of Directors. Disciplinary proceedings may be held and result in probation, suspension, or expulsion from membership in the Society and may result in loss of Fellowship status. Indication for disciplinary action includes, but is not limited to, the following:

- a. Conviction of any crime relating to or arising out of the practice of neurophysiological monitoring, including acts involving moral turpitude.
- b. Limitation or termination of any right associated with the practice of neurophysiological monitoring, including the imposition of any requirements for surveillance, supervision, or review, by reason of violation of a medical practice act, statute or government regulation, or disciplinary action by any medical licensing authority or professional credentialing board (e.g. ABNM, ABRET, ABA, ABPN).
- c. Unlawful financial dealings related to the practice of neurophysiological monitoring, including but not limited to fee splitting, or the payment or acceptance of kickbacks.
- d. Grossly immoral or dishonorable professional conduct.
- e. The use of false or deliberately misleading advertisements, testimonials or other misinformation related to the practice of neurophysiological monitoring.
- f. Conduct deemed inimical to or inconsistent with the best interests of the Society.
- g. Without limitation, flagrant violation of any provision of these Bylaws or failure to materially satisfy membership requirements.

92 *Manner of Acting.* The Board of Directors, acting as a review panel, shall review and vote to accept or reject the findings of the Ethics Committee rendered pursuant to article 8.9.2. A quorum is required for this action. Fifty percent or more of the Board members present must

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vote for acceptance for the recommendations to be accepted. A formal hearing is conducted if (a) the member accused of an offense requests the hearing, or (b) the Ethics Committee recommended a formal hearing and the Board approved the recommendation. The hearing shall be conducted in good faith and in a fair and reasonable manner. The Board of Directors shall have the exclusive authority to determine the validity of the information presented regarding the proposed probation, suspension, or termination. A written record of the hearing will be made by the Society' Secretary. The Board at its sole discretion may elect to have legal counsel present, as may the subject member. If the subject member elects to have counsel present this intention must be communicated to the Board in writing at least 30 days prior to the scheduled hearing. The hearing will be presided over by the President who shall perform the following duties:

- a. Read the charges against the subject member.
  - b. Require that the charges be verified by the testimony of the person or person making them.
  - c. Hear any other witnesses against the subject member.
  - d. Allow the subject member to cross-examine each witness following the testimony of that witness.
  - e. Allow the subject member to make a statement in his or her own behalf.
  - f. Allow the subject member to call witnesses in his or her own behalf.
  - g. Allow the members of the Board of Directors to question the witnesses after they have been questioned by the subject member.
- 93 *Resulting Disciplinary Action.* Disciplinary action against a member or fellow from the Society may be ordered only by the affirmative vote of two-thirds of the members of the Board of Directors at a regular or special legally constituted meeting which has been announced to the indicated member. Telephone conference-call meetings shall not be sufficient for disciplinary hearings. In addition, any member of the Board of Directors who has a special interest in the matter shall be disqualified. A quorum of the Board of Directors must remain after excluding such members. The Board of Directors shall give the member who is the subject of the proposed action sixty (60) days prior notice of the proposed probation, suspension or termination and including reasons therefore in writing by registered or certified mail. The member may submit a written statement to the Board of Directors or request an oral hearing regarding the proposed disciplinary action not less than ten (10) days before the effective date of the proposed probation, suspension or termination.
- 94 *Probation.* Probation is a punitive action, for a stated period of time, during which a member is subject to the following:
- a. Loss of the right to vote or hold office but retains other privileges or obligations of membership or fellowship.

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- b. Observation by the Society for continuing eligibility for membership.
- c. Reconsideration for reinstatement by the Board of Directors at the end of the term of probation determined at the hearing.

95 *Suspension.* Suspension is a severe punitive action for an indefinite period during which the member is subject to the following:

- a. Removal of his or her name from the Membership Directory and from the mailing list of the Society.
- b. If a Fellow, loss of fellowship status and return of the Certificate to the Society.
- c. The obligation to pay the non-member registration fee when attending Society meetings.
- d. Relief from annual dues.

Suspension shall remain in force for an indefinite period, subject to petition for its removal. The Board of Directors, in imposing a suspension, may set a minimum time before which no petition for removal may be entertained, or, if no such minimum is prescribed, no petition shall be received until two (2) years has elapsed from the effective date of the suspension. A petition for removal of suspension shall be addressed to the Board of Directors, which shall determine its recommendation for action. A petition for removal shall conclusively demonstrate that the suspended member meets the requirements for membership in the Society in effect at the time of his or her first acceptance into membership, and that during the period of his or her suspension he or she has demonstrated a faithful adherence to the ethical principles of the Society. The Board of Directors shall rule on the petition for removal of suspension at its next meeting. If a petition for removal is denied, the suspended member may submit a new petition no earlier than twelve (12) months after the previous denial, unless the terms of the denial state otherwise. There shall be no right of a suspended member to appear before the Board of Directors. When suspension is lifted, the member is returned to full privileges and obligations of Society membership (including restitution of Fellowship status, if applicable).

96 *Expulsion.* Expulsion is a permanent severance of relationship with the Society. Such expelled member shall not be eligible for reapplication for membership in the Society. If a Fellow, the Certificate of Fellowship must be returned forthwith to the Society. Such former member shall not hold himself or herself out as, or pretend to be, a Fellow of the American Society of Neurophysiological Monitoring, thereafter.

97 *Confidentiality.* All disciplinary proceedings pursuant to Article X, whether such proceedings result in disciplinary action or not, shall be privileged and confidential and shall not be subject to publication or public dissemination whether by operation of law or otherwise.

### **ARTICLE X. AMENDMENTS**

10.1 *Procedure.* The Bylaws shall be amended in one of two ways:

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- a. By a majority of members responding favorably to a mail or secure electronic ballot.
- b. By a two-third vote of the members of the Board of Directors, except that this bylaw pertaining to amendment of the bylaws may not be so amended. Amendment to the bylaws passed by the Board of Directors will be valid only until a mail ballot is conducted, at which time each such amendment must be endorsed by the favorable vote of the voting members as noted above. If not favorably endorsed by the next Annual Meeting, the bylaws will revert to that state which prevailed before the Board of Directors amended them. Amendments to the bylaws shall become effective immediately after they have been passed by any of the above methods. Notification of amendment of the Bylaws by the Board must be sent to all members of the Society by the Secretary within 60 days of the passage of such amendment.

### **ARTICLE XI. REFERENDUMS**

11.1 *Referendums.* Any matters or questions which affect this Society, other than for matters specifically provided for elsewhere in these bylaws, may be referred to the voting members of this Society for a general vote. Such questions shall be submitted to the voting members of this Society upon a two-thirds vote of the total membership of the Board of Directors or a written or secure electronic request signed by 10% of the voting members of the Society. Voting on the question shall proceed in the following manner:

- a. The question shall be submitted to the entire voting membership of the Society by mail or secure electronic ballot.
- b. Voting shall be considered completed at midnight at the end of sixty days from the date the question for referendum was sent.
- c. The vote shall be effective only if the members voting comprise a majority of all voting members of this Society. The vote shall be considered affirmative if a majority of the votes are in support of the referendum.

### **ARTICLE XII. RULES**

12.1 *Rules.* Rules, which are consistent with the Bylaws, may be adopted by the Board of Directors to govern the activities of the Society. A grievance procedure shall be included in the Rules.

### **ARTICLE XIII. DISSOLUTION**

13.1 *Dissolution.* Upon the dissolution of the Society, the Board of Directors shall, after applying or making provision for payment of liabilities of the Society and consistent with the Society's Articles of Incorporation, dispose of all the Society's assets exclusively for the purposes of the Society in such manner or to such organization or organizations organized or operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal



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Revenue Law), as the members of the Board of Directors shall determine after consultation with the Society's counsel. Any such assets not so disposed of shall be disposed of by the court of original jurisdiction of the county in which the principal office of the Society is then located, exclusively for such purposes and to such organization or organizations as said court shall determine, consistent with the provisions of the Society's Articles of Incorporation and these Bylaws.

### ARTICLE XIV. INDEMNIFICATION

- 14.1 *Indemnification.* Any person who was or is a party to or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (including any action by or in the right of the Society) by reason of the fact that he or she is or was serving as an officer of the Society or member of the Board of Directors or the Advisory Board or is or was serving at the request of the Society as a director or officer of another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified by the Society against expenses, including reasonable attorney's fees, judgments, fines, and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding provided he or she acted in good faith for the purpose which he or she reasonably believed to be in the best interests of the Society and, in addition, in the case of criminal actions or proceedings had no reasonable cause to believe that his or her conduct was unlawful, to the maximum extent permitted by, and in the manner provided by, the North Dakota Corporation Not-For-Profit Code, as the same may be amended from time to time. To the full extent permitted by any applicable law, any person who is or was a director, officer, employee or agent in the Society' shall be indemnified by the Society against any and all liability and reasonable expense incurred by reason of the person being or having been an officer, employee or agent of the Society or by reason of any action taken or not taken in the course and scope of the person's service as such officer, employee or agent of the Society, in the event that such person was, or is a party, or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, wherever brought, whether civil, criminal, administrative or investigative, other than an action by or in the right of the corporation. Such person shall be entitled to reimbursement by the Society of reasonable expenses in advance of the final disposition of a proceeding in accordance with, and to the full extent permitted by, any applicable law.
- 14.2 *Rights.* The rights of indemnification provided in this section shall not limit, but shall be in addition to, any other rights to which such officer, employee or agent may otherwise be entitled by contract, law or statute, or otherwise; and in the event of such person's death, such rights shall extend to such person's heirs, legal representatives, or successors. The foregoing rights shall be available whether or not such person continues to be an officer, employee or agent at the time of incurring or becoming subject to such liability and expenses, and whether or not the claim asserted against such person is based upon matters, which antedate the adoption of this section.
- 14.3 *Insurance.* The Society may, to the full extent permitted by applicable law, purchase and maintain insurance on behalf of any person who is or was a member of the Board of Directors, an officer or employee of this corporation or a member of a committee of this corporation, against any liability' asserted against such person in any such capacity.

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14.4 *Validation.* If any provision of this section shall for any reason be determined to be invalid, the remaining provisions hereof shall not be affected thereby but shall remain in full force and effect.

### ARTICLE XV. MISCELLANEOUS

15.1 *Administrative Procedures.* The Board of Directors shall determine and prescribe procedural detail relative to any provision contained in these Bylaws, which prescription shall be recorded in a handbook of administrative procedures.

15.2 *Seal.* The Society shall have an official seal which shall have the words "The American Society of Neurophysiological Monitoring" and such other wording as may be required by law or approved by the Board of Directors. The seal shall be kept in the custody of the Secretary of the Society.

15.3 *Use of Gender.* All uses of the terms he or him or Chairman in these Bylaws shall be interpreted to apply equally to she or her, Chairwoman or Chairperson, as the case may be.

15.4 *Use of the term "Member".* Unless a specific membership category is mentioned, throughout these bylaws the term member will be taken to mean either members or Fellows.

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