

# 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 (the "Society").

## ARTICLE II: PURPOSES

- 2.1 *Purposes.* The purposes of the Society shall be to:

- 2.1.1 Develop and pursue standards of excellence in performance of patient care and clinical practice among all involved in intraoperative neurophysiological monitoring (IONM).
- 2.1.2 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.
- 2.1.3 Develop the knowledge base that defines, supports and enhances the practice of IONM.
- 2.1.4 Create a point of access that allows mutual support and information sharing in the field of IONM.
- 2.1.5 Articulate the value of IONM to all stakeholders.
- 2.1.6 Add advocacy to purpose – need to define
- 2.1.7 Promote the development of a community that welcomes all who are directly involved with IONM.

- 2.2 Membership in the Society constitutes support of, and participation in, advancement of the Society's purposes, but does not imply attestation by the Society of the Member's competency in IONM.

- 2.3 The Society has been formed under applicable not-for-profit corporation acts for the public 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 organization (“Management”) to manage the operations of the Society. The scope of the operations covered by Management shall be determined by the Board of Directors in conjunction with Management. Management 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:
- 3.2.1 **Member.** Membership as a “Member” shall be open to all individuals who have demonstrated interest or experience in IONM. 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.
- 3.2.2 **Fellow.** Membership as “Fellow” shall be open to all individuals who have made outstanding contributions to the field of IONM as defined by the membership committee. The designation of Fellowship status may only be made by the Board of Directors, upon recommendation of the Membership Committee. Current members in good standing who have been awarded Fellow status may use the letters FASNMM after their name to indicate such. Any members that has the designation of Fellow of the ASNMM will lose that status after missing three annual dues payments. In cases where a individual with the designation of Fellow of the ASNMM retires from active neuromonitoring the individual may keep the designation of Fellow of the ASNMM.
- 3.2.3 **Emeritus.** Membership as an “Emeritus Member” shall be... 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.

3.2.4 **Associate.** Membership as an “Associate Member” shall be ...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 Associate membership shall be specified by the Board of Directors for each category.

**Associate.**

3.3 Application for Membership.

3.3.1 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. Upon completion of the application requirements conditional membership may be granted by the membership committee. Conditional members will have all the rights of a full member.

3.3.2 Fellow. Nominations for Fellowship status will be reviewed and considered by the Membership Committee for recommendation to the Board of Directors.

3.3.3 Emeritus. Application for Emeritus must be made by petition of that individual directly to the Board of Directors.

3.3.4 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 a conditional membership upon successful completion of the required membership application 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 based on the membership committee criteria. The Board of Directors shall be the final authority in the granting or the awarding of membership in any category.

3.5 *Dues.* The annual dues will be established/alterd by a majority vote of the Board of Directors. Dues notices will be sent out by Management (or the Membership Committee Chair if Management is not retained), 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 Add definition of good standing - is it dues is it disciplinary (title) Member in good standing

3.6.1 Dues

No disciplinary actions presently applied to member

3.7 *Severance of Membership.* Membership in the Society may be suspended and/or terminated for one or more of the following causes:

3.7.1 *Dues Delinquency.* Members of any dues-paying membership category whose dues are delinquent shall be notified by the Society Treasurer of such delinquency by the last day 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.

3.7.2 *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.

3.7.3 *Disciplinary Action.* A member's association with the Society may be terminated as a result of disciplinary action taken by the Board of Directors under Article IX of these Bylaws. Status of Fellow, use of FASNMM, previously paid dues.

#### **ARTICLE IV: MEETINGS**

4.1 *Times and Location of Meetings.* The Society shall meet at least once each year ("Annual Meeting") and at such other times and places as determined by the Board of Directors.

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 by management under the supervision of the secretary of actions taken by the Board of Directors since the last Annual 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 members 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, including meetings of the Board of Directors and all Committees, shall be governed by the Rules contained in the most current edition of *Robert's Rules of Order*. In the event that such Rules conflict with any provision of the Society's Bylaws, then the Bylaws shall take precedence.

4.5 *Ballot.* Upon adopting its own motion, or by a motion adopted by a majority of the membership present at the Annual Meeting, the Board of Directors may submit any question, issue or action to a vote of the general membership by mail or electronic ballot. In such an event, Management shall be responsible for generating, distributing, and counting of ballots. Management shall then

submit the results to the Board of Directors in the form of a report, which will/may be disseminated to the general membership.

- 4.6 *Minutes.* Minutes of all meetings of the BOD and the annual business meeting shall be recorded and kept by Management, or by the Society Secretary (or his/her designee) in the absence of Management. Minutes of the annual business meeting will be kept in a form so that they may be inspected by any member of any membership category. Minutes from all meetings of the BOD shall be distributed back to the BOD within 60 days. 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 (16) additional Members at Large. Emeritus and Associate members may not serve on the Board of Directors.. 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. 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.

5.1.1 *Members at Large.* One-fourth of the Members at Large 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

5.1.2 *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.

5.1.3 *Liaison Membership.* 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.

5.1.4 *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 Management shall immediately conduct a

general election as stipulated in Section 7.1. Such election shall make provision for write-in candidates.

- 5.2 *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. Each Director, so elected, 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
- 5.3 *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 the membership at least fourteen (14) days' notice of a planned Board of Directors meeting. The executive committee can call an emergency meeting of the board that does not require a 14 day notice in special circumstances. Physical, virtual or telephone conference-call meetings where a quorum is present (as defined in Section 5.4) shall 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.
- 5.4 Each Director, so elected, shall have the power to vote on issues to be decided by the Board of Directors except for potentially the Secretary and Treasurer as described in 6.5 and 6.6.
- 5.5 *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, may be taken any means of electronic communication, provided that (a) all participating Directors have the opportunity to speak during the meeting, (b) all participating Directors can simultaneously hear each other during the meeting, and (c) all communication during the meeting is immediately available to each participating Director.
- 5.6 *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.
- 5.7 *Specific Duties.* In addition to its other duties, the function of the Board of Directors shall be as follows:
- 5.7.1 Grant Fellowship or Emeritus Status. By a majority vote, to those individuals recommended by the Membership Committee.
- 5.7.2 The BOD shall have the power to execute the authorization of any contracts or instruments via a majority vote.
- 5.7.3 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. The board of directors have the right to delegate membership composition and members for their committee to the chair of that committee.

5.7.4 Removal from Office. Remove from office any officer- or member of the Board of Directors Board who 1) abandons the position as described in section 5.1b, or otherwise fails to discharge the duties of the office or 2) becomes subject to disciplinary procedures as detailed in article 9. Such action shall require a two-thirds majority vote of the Board of Directors. An individual removed from office shall be notified of such actions shall be communicated by the Society's Secretary via certified mail or by electronic communication.

5.7.5 Designate the date and location of the Meetings of the Society.

5.7.6 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.

5.7.7 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 except the past-president or president-elect.

## **ARTICLE VI: OFFICERS**

6.1 *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 Management..

6.2 *President.* The President of the Society shall be responsible for administration of the Society's business. The President shall preside at all meetings of the Society and shall serve as the Chairperson of the Board of Directors. The President must approve, in writing, with the Society Treasurer any deeds, 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.

6.3 *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.

- 6.4 *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.
- 6.5 *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.
- 6.6 *Treasurer.* The office of Treasurer 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 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 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: NOMINATIONS, ELECTIONS AND REMOVAL FROM OFFICE**

- 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 Nominating Committee shall be presented at the Annual Meeting of the Society. Additional nominations for members-at-large 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. This will be confirmed after the annual business meeting and any nominees that are not in good standing will be removed from the ballot (OPTION 1). prior to the business meeting via communication with the Nomination Committee. Nominations cannot be made from the floor during the Business Meeting for any open positions (OPTION 2). Position statements by the nominees shall be collected by Management within thirty (30) days after notification of nomination by Management. 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 from office as outlined in section 5.5c.
- 7.3 *Vacancies.* A vacancy in any Board office or Member-at Large, except for of the Immediate Past-President or President-Elect, 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 Board 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 and Subcommittees will have Chairs. All Subcommittees must report to one of the Society's Standing Committees. All committees report to the Board of Directors through a Board Liaison. If a Committee Chair is also a member of the Board of Directors, then he/she will serve as the Board Liaison for that Committee. If a Committee Chair is not a member of the Board of Directors, then the committee will identify a Board Member to serve as Liaison. The Chair of the Ethics Committee must serve as Board Liaison and cannot be a member of the Board of Directors. Committee Chairs may request to address the Board ~~when committee recommendations are made to the Board~~, and the Board may request that Committee Chairs address the Board. An annual Committee report shall be presented to the Board of Directors by the Committee's Board Liaison at the Board Meeting coinciding with the Society's Annual

Meeting. An annual Committee report shall be presented to the general membership by the Committee Chair (or designee/Board Liaison) at the Annual Business Meeting.

8.2 *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 Management. 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.

8.3 *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.

8.3.1 The standing committees are Education, Finance, Research and Technology, Membership, Guidelines and Standards of Care, Representation and Advocacy, Nominations, and Ethics. The Ethics Committee will be independent of the Board and be the only committee without a Board member as the committee liaison; that role falls to the Ethics Committee Chair (as detailed in Section 8.1).

8.3.2 *Education Committee.* The Education Committee shall be composed of a Chair and or Co-Chairs. The Chair (or one of the Chairs) must be a sitting member of the Board. The Committee will also be comprised of the Program Chair(s) for the next Annual Meeting, the Program Chair(s) for the upcoming Regional Meetings, the Chair(s) of the Webinar sub-Committee and the Chair(s) of the Website sub-Committee. This Committee will also include 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, Regional Symposia, the Webinars, and all web based educational offerings. Specifically, the Committee shall screen not only content but also speakers asked to participate in any educational activity. The Education Committee will also be responsible to maintaining compliance with any and all rules and regulations as they have to do with continuing education.

8.3.3 *Research and Technology Committee.* The Research and Technology 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. Additionally the Research and Technology Committee will be responsible for advising the Board of Directors concerning emerging technologies that will impact the field of IONM including developments in telecommunications as well as monitoring modalities

- 8.3.4 *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. 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 shall present the Committee's recommendations to the Society at the business meeting.
- 8.3.5 *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.
- 8.3.6 *Finance Committee.* The Finance Committee shall consist of the Secretary, the Treasurer, the Immediate Past-President, the President-Elect, the President of the Society, the Chair of the Membership Committee, 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.
- 8.3.7 *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 *Nominating Committee.* The Nominating Committee shall be empowered with nominating members for President-Elect and Board Member-at-Large. The purpose of this committee is to ensure there are enough candidates to run for office and fill all openings on the Board resulting from expiring terms of office. The committee will also be responsible for ensuring all candidates for office meet requirements set forth in the Society's bylaws. The committee shall consist of a total of 5 members. Four members must be from the Board of Directors, two of which will be the President and Secretary. The fifth committee member shall be a member in good standing from the general membership. With the exception of the President and Secretary, all members of the Nominating Committee

must be approved by a 2/3 vote of the Board of Directors. The Society Secretary shall serve as Chair of this committee.

8.3.8.1 *Process.* A general notice to request nominations from the general membership will go out to the general membership -no later than 90 days prior to the Annual Business Meeting of the year the nominations will take place. Additionally a call for nomination will go out to the full board. Notices will be sent every 30 days to the general membership and board until 30 days prior to the annual business . The nominations committee will meet, via a phone conference, at this time to discuss the nominees and present any others that they feel would be good candidates. After this meeting the slate of nominees will be prepared for presentation to the full membership at the annual business meeting. At the annual business meeting the secretary will present the slate and ask for any nominees from the floor. Any nominees from the floor will be added to the slate if approved by ¼ of the members present at the annual business meeting. All nominees will then be vetted within 30 days of the annual business meeting and any that are not in good standing within the society will be removed.

### 8.3.9

**Ethics Committee.** The Ethics Committee shall be responsible for investigating all ethical inquiries and allegations, as well as reporting its findings and recommendations to the Board of Directors under the terms and conditions described in Article IX. The Ethics Committee shall be composed of five members serving four-year terms, which are staggered to ensure that no more than two members are replaced in a given year [why?]. Members of the ethics committee are nominated and appointed under that terms and conditions described in Section (7.1.X). Three of the five members of the Ethics Committee shall have been members of the Society in good standing 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. The Chair of the Ethics Committee shall always be a Senior Member. Members of the Ethics Committee may not serve more than two consecutive terms.

#### 8.3.9.1 Appointment to ethics committee

Candidates for the Ethics Committee are selected by the Nominating 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. 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.

- 8.4 *Manner of Acting.* The following rules shall govern the conduct of any committee of the Society:
- 8.4.1 All standing committees are required to formalize a protocol for membership in that committee. This will be presented to the Board of Directors and approved by a majority vote. Any changes to this protocol needs to approved by the Board of Directors. Each committee needs to define the numbers of members for that committee.
  - 8.4.2 Any member of the Society in good standing may serve on any standing committee, except Ethics, by volunteering to serve on the committee (assuming they: 1) meet requirements set forth by the committee; 2) there are available seats on the committee). The Board or Committee Chairs may approach members to request their participation in a committee.
  - 8.4.3 The Committee Chairs, not defined by the society bylaws, 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. Individuals may not serve as Chair for multiple Committees or Subcommittees unless authorized by the Board of Directors. 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.
  - 8.4.4 Unless specified otherwise in these bylaws, Committee Chairs may serve for a term not to exceed four years.
  - 8.4.5 The Chair 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.
  - 8.4.6 No standing committee shall contract or make expenditures.
  - 8.4.7 Any standing committee shall meet at the call of its Chair or any two members of the committee. Telephone conference-call meetings shall constitute a meeting of the committee. The majority of each committee shall constitute a quorum for that committee.
  - 8.4.8 Each committee member is entitled to one vote either in person or by proxy.
  - 8.4.9 Any standing committee member may be removed for failure to act by a majority vote of the committee's membership upon recommendation of the Chair of that standing committee.
  - 8.4.10 Any vacancy because of death, resignation, refusal to act or removal shall be filled by the committee Chair.

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e which has not been authorized by the Board of Directors.

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## ARTICLE IX: ETHICS AND DISCIPLINE

- 9.1 **Powers:** The Society shall maintain the right to determine membership status, and to investigate the character of its members and officers as may be necessary to enforce its standards and protect its reputation. As such, members and officers may be subject to investigations, inquiries and disciplinary proceedings as outlined in the subheadings below.
- 9.2 **Consideration of Disciplinary Action:** Indication for disciplinary action includes, but is not limited to, the following:
- 9.2.1 Conviction of any crime relating to or arising out of the practice of neurophysiological monitoring, including acts involving moral turpitude.
- 9.2.2 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).
- 9.2.3 Unlawful financial dealings related to the practice of neurophysiological monitoring, including but not limited to fee splitting, or the payment or acceptance of kickbacks.
- 9.2.4 Grossly immoral or dishonorable professional conduct.
- 9.2.5 The use of false or deliberately misleading advertisements, testimonials or other misinformation related to the practice of neurophysiological monitoring.
- 9.2.6 Conduct deemed inimical to or inconsistent with the best interests of the society.
- 9.2.7 Without limitation, flagrant violation of any provision of these Bylaws or failure to materially satisfy membership requirements as defined in Article III.
- 9.3 **Manner of Acting.** All ethical inquires and allegations of ethical misconduct shall be referred directly to the Ethics Committee for investigation, as outlined in Section 9.4. Upon receiving the Ethics Committee's findings and recommendations, the Board of Directors shall proceed as outlined in Sections 9.5 and 9.6.
- 9.4 **Ethics Committee Process.** The Ethics Committee shall investigate any misconduct on the part of any member of the Society when allegations of moral and/or ethical misconduct are brought to the attention of the ethics committee and make recommendations to the Board of Directors on any disciplinary actions they deem warranted. Additionally the Ethics Committee

may be asked by the Board of Directors, or any member of the Society, [to review ASNMM documents for any ethical or moral questions] and/or to review ethical inquiries pertaining to the practice of IONM.

- 9.4.1 **Referral.** 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. The Ethics Committee may consider disciplinary action without an accuser if culpatory information or evidence has been made public by a credible source. Persons bringing forth an allegation will be given an identifying code by the Chair of the Ethics Committee to maintain anonymity from general ASNMM constituency, ASNMM Board of Directors and the ASNMM Executive Committee when possible.
- 9.4.2 **Investigation.** The allegations will then be investigated by the Ethics Committee. If the committee determines that the complaint does indeed construe a potential ethical violation, then 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.
- 9.4.3 **Report to Board of Directors:** The Ethics Committee's findings and recommendations will be delivered in writing to the Board of Directors. The report must include name of the accuser(s), a review of charges, summary of evidence, and recommendations for disciplinary action. The findings must indicate whether or not the Committee believes ethical misconduct has occurred. The recommendations must indicate the most appropriate disciplinary action(s) to impose upon the accused given the nature of the misconduct.
- 9.4.4 **Board of Directors Process:** Upon receipt of the Ethics Committee's report, the Board will review and vote to accept or reject the findings, hold a formal hearing if needed, and make the final determination regarding disciplinary actions. These proceedings are performed in closed session. Recommendations for disciplinary action made by the Ethics Committee may be considered at the completion of the formal hearing, or when charges are sustained and a formal hearing is not conducted.
- 9.4.5 **Review of Findings:** The Board of Directors, acting as a review panel, shall review and vote to accept or reject the findings of the Ethics Committee. Any Board Member with a conflict of interest in the matter shall be required to recuse him/herself from these matters. The board shall determine either, (a) the evidence is inconclusive and further investigation is required by the ethics committee (b) that the charges are not sustained and no further action be taken, or (c) that the charges are sustained and that the accused be subject to disciplinary action. If the charges are sustained, then the Board shall vote on the proposed disciplinary actions taking into consideration any Ethics Committee's recommendations. These decisions require a majority vote, and a quorum is required. Finally, the Board of Directors shall vote on the proposed disciplinary actions, taking into consideration any recommendations made by the Ethics Committee. Imposition of disciplinary action requires a 2/3 vote in favor of such an action, and a quorum is required.
- 9.4.6 **Informing the Accused:** If the charges are sustained, then the accused member or officer must be informed in writing by the Society President via registered or certified mail. This communication must include the charges made and the proposed disciplinary action. The accused shall be given sixty (60) days' notice prior to effective date of the proposed disciplinary

action. The accused member or officer must be given the option to request a formal hearing, and must be informed of his/her right to have counsel present at the hearing. 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.

- 9.4.7 **Formal Hearing:** A formal hearing is conducted if the member or officer accused of an offense requests the hearing. The Board of Directors and the accused member or officer shall be given sixty days' notice of the intent to hold the formal hearing. The Board, at its sole discretion, may elect to have legal counsel present, as may the accused member. If the accused 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.
- 9.4.7.1 The hearing shall be conducted in good faith and in a fair and reasonable manner. Any member of the Board of Directors who has a conflict of interest in the matter shall recuse him/herself from the proceedings. The Society's Secretary (or designee) shall maintain a written record of the hearing. The Board of Directors shall have the exclusive authority to determine the validity of the information presented as evidence at this hearing. The Society's President (or designee) shall preside over the hearing and perform the following duties:
  - 9.4.7.2 Read the charges against the accused member.
  - 9.4.7.3 Require that the charges be verified by the testimony of the accuser(s) making them.
  - 9.4.7.4 Hear any other witnesses against the accused member.
  - 9.4.7.5 Allow the accused member to cross-examine each witness following the testimony of that witness.
  - 9.4.7.6 Allow the accused member to make a statement in his or her own behalf.
  - 9.4.7.7 Allow the accused member to call witnesses in his or her own behalf.
  - 9.4.7.8 Allow the members of the Board of Directors to question the witnesses after they have been questioned by the accused member.
- 9.4.8 The Board of Directors shall summarize its findings and determine the need for disciplinary action either, (a) in the event the accused member or officer elects not to participate in the formal hearing, or (b) at the completion of the proceedings outlined above.
- 9.4.9 **Need for Disciplinary Actions:** Disciplinary action against a member 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 accused member. Any member of the Board of Directors who has a conflict of interest in the matter shall be disqualified. A quorum of the Board of Directors must remain after excluding such members.
- 9.4.10 **Specific Disciplinary Actions:** Disciplinary actions may include, but are not limited to, censure, probation, suspension, or expulsion from membership in the Society, and may result in loss of Fellowship status. The Board of Directors shall also have the power to dissolve relationships with any vendor or sponsor that has been involved in ethical misconduct.
  - 9.4.10.1 **Censure:** Censure is a punitive action taken to condemn the actions of a member or officer. The Board of Directors may censure in writing, either publicly or privately, any member or officer whose actions run counter to the Society's acceptable standards for individual behavior.

9.4.10.2 **Probation:** Probation is a punitive action, for a stated period of time, during which a member is subject to the following:

9.4.10.2.1 Loss of the right to vote or hold office but retains other privileges or obligations of membership or fellowship.

9.4.10.2.2 Observation by the Society for continuing eligibility for membership.

9.4.10.2.3 Reconsideration for reinstatement by the Board of Directors at the end of the term of probation determined at the hearing.

9.4.10.3 **Suspension:** Suspension is a severe punitive action for an indefinite period during which the member is member may be subjected any and all of the:

9.4.10.3.1 Removal of his or her name from the Membership Directory and from the mailing list of the Society.

9.4.10.3.2 If a Fellow, loss of fellowship status and return of the Certificate to the Society.

9.4.10.3.3 The obligation to pay the non-member registration fee when attending Society meetings, or participating in Society benefits (e.g., webinars)

9.4.10.3.4 Relief from annual dues.

9.4.10.3.5 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.

9.4.10.4 **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.

9.5 **Confidentiality:** All disciplinary proceedings pursuant to Article IX, 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:

~~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.~~

10.1 Procedure: Amendments to the bylaws require the approval of the Board of Directors as well as the general membership of the society.

10.2 Bylaws amendment recommendation will be submitted to the Board of Directors for review and initial approval. The Board of Directors will be given a 15 day review period. After that time a discussion about the recommended changes will be had by the Board of Directors. This discussion can take place in-person, via an audio or video conference, or electronically.

10.2.1 Once the Board of Directors comes to a consensus on the proposed amendments the Board of Directors will vote on the proposed amendments. A two-third majority of the board will be required to approve the proposed changes.

10.2.2 The Board of Directors approved bylaws change recommendations will then be presented to the general membership for a hand vote to either approve or reject the changes at the next annual board meeting.

a If approved by a 2/3rds vote of the general membership present the changes will go into immediate effect.

b If rejected the bylaws will go back to the Board of Directors for re-evaluation.

c The Board of Directors can do one of two things if the general membership rejects the proposed changes

i Send the bylaws back to the ad-hoc bylaws committee for re-evaluation and changes to the recommendations

(i) If sent back to the ad-hoc bylaws committee any changes recommended will have to follow the above procedures for approval

10.3 Do nothing and leave the bylaws as is. Procedure. The Bylaws shall be amended in one of two ways:

10.3.1 By a majority of members responding favorably to a mail or secure electronic ballot.

10.3.2 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.

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#### **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 15 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 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.
- 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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