

BYLAWS OF THE WALTER E. DANDY NEUROSURGICAL SOCIETY

Name and foundation: The name of the organization shall be The Walter E. Dandy Neurosurgical Society (Dandy). Dandy was founded on November 19, 2011 in Saint Louis, Missouri, United States of America. Dandy is a not-for-profit organization and an entity exempt from United States federal income taxes under Section 501(c)(3) of the Internal Revenue Code.

Purpose: Dandy exists to improve patient outcomes in neurological surgery. Dandy seeks to achieve this mission by enhancing neurosurgical education, strengthening training curriculum, and providing a forum for subspecialty training and subspecialty certification for neurosurgeons worldwide.

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ARTICLE I

Office

Section 1. Principal Office. The Principal Office (World Headquarters) of Dandy shall be located in Saint Louis, Missouri, USA.

Section 2. Office of the Executive Director (ED). The Office of the Dandy ED shall be located at the Principal Office. The Chief Financial Officer (CFO) and the Dandy Administrative Management Team shall be located at the Principal Office.

ARTICLE II

Officers

Section 1. Positions. The officers of Dandy shall be a President, a President-Elect, a Vice President, a Secretary, and a Treasurer.

Section 2. Nominations for Office. Dandy members who have served at least four years on the Executive Committee are eligible candidates for officership (President-elect, Vice President, Secretary, and Treasurer). Twelve months prior to the Dandy Quadrennial Meetings, the Nominating Committee will seek nominations for officer positions from its Global Chapters. Six months prior to the Quadrennial Meeting, the names of the nominees for each position will be put to a vote to the active members of Dandy.

Section 3. Resignation and Removal. Any officer may resign at any time by delivering a written resignation to the President or the Secretary. Unless otherwise specified in such notice, the resignation shall take effect upon its receipt. Whenever in the judgment of the members, the best interests of Dandy will be served thereby, any officer may be removed from office by the majority vote of the members, at any meeting of the members duly called and at which a quorum is present.

Section 4. President. The President shall be the Chief Executive Officer of Dandy, shall be a member of the Board of Directors, shall be the Chair of the Executive Committee, shall be an ex-officio member of all standing committees, and shall have general and active management of the business of Dandy. The President, or in the President's absence the Vice President, or in the Vice President's absence the Secretary, shall preside at all meetings of the Executive Committee. The President shall serve a term of four years. The maximum number of terms a President may serve is two.

Section 5. President Elect. The President-Elect shall have such powers and fulfill such duties as the Board of Directors and the Executive Committee may from time to time specify.

Section 6. Vice President. In the absence of the President, the Vice President shall perform the duties of the President, and when acting shall have all the powers of, and be subject to all the restrictions upon, the President. The Vice President shall have such other powers and perform such other duties as the Board of Directors and the Executive Committee may from time to time specify. The Vice President shall serve a term of four years. The maximum number of terms a Vice President may serve is two.

Section 7. Secretary. The Secretary shall maintain the minutes of meetings of the Board of Directors and Executive Committee. The Secretary may also attest all instruments signed by the President or Vice President. The Secretary shall serve a term of four years. The maximum number of terms a Secretary may serve is two.

Section 8. Treasurer. The Treasurer, in conjunction with the Chief Financial Officer, shall oversee Dandy funds and securities and shall oversee full and accurate accounts of receipts and disbursements in books belonging to Dandy, and shall manage all monies and other valuable effects in the name and to the credit of Dandy in such depositories as may be designated by the Board of Directors and the Executive Committee. The Treasurer, in conjunction with the Chief Financial Officer, shall make a report of the finances of Dandy at each annual business meeting and each meeting of the Board of Directors and the Executive Committee, and shall otherwise render an account of transactions as Treasurer and of the financial condition of Dandy whenever requested by the President. The Treasurer, in conjunction with the Chief Financial Officer, shall arrange for an annual audit of the finances of Dandy by a Certified Public Accountant acceptable by the Board of Directors and the Executive Committee, and this audit shall become a part of the Treasurer's annual report. The Treasurer shall serve a term of four years. The maximum number of terms a Treasurer may serve is two.

Section 9. Reimbursement. Officers shall not be entitled to compensation for their services as Officers but may receive reimbursement for any reasonable expenses incurred in attending meetings or other authorized activities.

ARTICLE III

Board of Directors

Section 1. Powers. The business and affairs of Dandy shall be managed by or under the direction of a Board of Directors and the Executive Committee which may exercise all such powers of Dandy and take all lawful actions unless prohibited by the Articles of Incorporation or these Bylaws.

Section 2. Number. The Board of Directors shall consist of nine members. The Dandy Past President shall Chair the Board of Directors.

Section 3. Vacancies. Any vacancy occurring on the Board of Directors shall be filled by a nomination by the President and shall be approved by the Board of Directors and the Executive Committee. All Dandy members are eligible for a position on the Board of Directors.

Section 4. Meetings. Regular meetings of the Board of Directors shall be held on such dates and at such times and locations as may be designated by the Board of Directors upon reasonable notice. Meetings may be conducted via telephone or other electronic means.

Section 5. Quorum and Vote at Meetings. At any meeting of the Board of Directors, a majority of voting members (5 of 9 voting members) shall constitute a quorum for the transaction of all business. A majority of the votes cast at a meeting of the Board of Directors, duly called and at which a quorum is present, shall be sufficient to take or authorize action upon any matter which may properly come before the meeting.

Section 6. Term of Office. Members of the Board of Directors serve a term of four years. The maximum number of terms a member of the Board of Directors may serve is two.

ARTICLE IV

Executive Committee

Section 1. Powers. The business and affairs of Dandy shall be managed by or under the direction of a Board of Directors and the Executive Committee which may exercise all such powers of Dandy and take all lawful actions unless prohibited by the Articles of Incorporation or these Bylaws.

Section 2. Members-At-Large. The Chairman of each Dandy Global Chapter shall become a member-at-large of the Executive Committee. Members-at-large of the Executive Committee are the voting members of the Executive Committee. The President may nominate up to four members of the Dandy Society to serve as members-at-large for each Executive Committee term.

Section 3. Ex-Officio Members. The Ambassadors, Secretaries, and Treasurers of Dandy Global Chapters shall become Ex-Officio members of the Executive Committee. Ex-Officio members are non-voting members of the Executive Committee.

Section 4. Meetings. Regular meetings of the Executive Committee shall be held on such dates and at such times and locations as may be designated by the Executive Committee upon reasonable notice. Meetings may be conducted via telephone or other electronic means.

Section 5. Quorum and Vote at Meetings. At any meeting of the Executive Committee, a majority of voting members shall constitute a quorum for the transaction of all business. A majority of the votes cast at a meeting of the Executive Committee, duly called and at which a quorum is present, shall be sufficient to take or authorize action upon any matter which may properly come before the meeting, unless the concurrence of a greater proportion is required for such action by statute or these Bylaws.

Section 6. Term of Office. All Executive Committee Members serve a term of two years which is renewable once. Maximum membership of the Executive Committee is four years.

ARTICLE V

Global Chapters

Section 1. Eligibility. Every country that is recognized by the United Nations as an independent state is eligible to form a Dandy Chapter.

Section 2. Responsibilities. Dandy Chapters exist to improve patient outcomes in neurological surgery by enhancing neurosurgical education, training curriculum, and certification mechanism for neurosurgeons in their respective countries. All activities of the Global Chapters shall be approved by the Dandy President.

Section 3. Officers. Each Chapter shall nominate the following Officers:

- (a) Chairman
- (b) Two Ambassadors
- (c) Secretary
- (d) Treasurer

Section 4. Powers. The Chairman of each Dandy Global Chapter shall become a member-at-large of the Executive Committee. Members-at-large of the Executive Committee are the voting members of the Executive Committee. The Ambassadors, Secretaries, and Treasurers of Dandy Global Chapters shall become Ex-Officio members of the Executive Committee. Ex-Officio members are non-voting members of the Executive Committee.

Section 5. Term of Office. Each Chapter Officer serves a term of two years. The maximum number of terms a Chapter Officer may serve is two.

Section 6. Chapter Membership. Dandy members shall automatically become members of their respective country's Chapter.

ARTICLE VI

Membership

Section 1. Categories of Members. There shall be four classes of membership in this society. Members of each category shall be referred to as "Member":

- (a) Active Member
- (b) Resident Member
- (c) Honorary Member
- (d) Medical Student Member

Section 2. Active Member. An applicant for Active Membership must be a licensed physician in good standing, whose practice is limited to neurological surgery. The applicant must have completed a full residency in neurological surgery that is approved by the Accrediting Board of his or her respective country. The applicant must have a record consistent with the highest professional and ethical standards.

Section 3. Resident Member. Resident Membership shall be available to any resident in good standing in an accredited neurosurgical training program of his or her respective country.

Section 4. Honorary Member. An individual of outstanding caliber who has made a major contribution to neurological surgery who is not eligible for any other category of membership, may be awarded the status of Honorary Member by the Board of Directors and the Executive Committee. An Honorary Member shall not be required to pay dues, shall not be eligible to vote, and shall not be eligible to hold office.

Section 5. Medical Student Member. Medical Student Membership shall be available to any medical student in good standing enrolled in an accredited medical school. Medical Student Membership shall terminate automatically upon graduation from medical school. Medical Student Members shall not be required to pay dues and may serve on committees but may not vote or hold office.

Article VII

Divisions

Dandy shall have the following Divisions:

- (a) Cerebrovascular
- (b) Functional
- (c) Pediatric
- (d) Peripheral Nerve
- (e) Skull Base
- (f) Spine
- (g) Trauma
- (h) Tumor

Each Division shall have a Chairman who serves a term of one year. The Chairman is responsible for the annual meeting of the respective Division. The Chairman shall have the authority to work with the World Headquarters Office in the organization of the annual meeting. The Chairman shall be nominated by the President and must be approved by the Board of Directors and the Executive Committee.