

PERIPHERAL NERVE SOCIETY

July 2019

BYLAWS OF
PERIPHERAL NERVE SOCIETY (PNS)

ARTICLE I. MISSION

The Peripheral Nerve Society is an international organization of physicians and scientists working together to develop and provide the best treatments for people who have peripheral nerve diseases. This goal is realized by cooperation - supporting research, training scientists and healthcare professionals, setting standards of care, creating new treatments, and facilitating clinical trials.

ARTICLE II. BOARD

Section 1: *Powers of the Board*

- A. *General Powers.* The business and affairs of this Society shall be managed by the Executive Office and the Board.
- B. *Specific Powers.* The Board shall manage all the business affairs of the PNS. The Board shall have all powers and responsibilities conferred upon the Board, except as those powers or responsibilities may be limited by the Articles of Incorporation or these Bylaws. The Board shall have the final responsibility and authority for all actions and policies that are recommended or adopted by any and all standing and ad hoc committees, sections, representative to professional and governmental organizations, agents, and employees. No action or policy shall be the action and policy of the PNS until it is adopted, ratified, or approved by the PNS Board.
 1. To select and remove all officers, committee members, agents, and employees of the Society in the absence of action by members of the Society, to prescribe such powers and duties for them as may not be inconsistent with law, with the Articles of Incorporation, or with these By-Laws, to fix their compensation, and to require from them security for faithful service.
 2. To conduct, manage, and control the affairs and business of the Society and to make such rules and regulations therefore not inconsistent with law, with the Articles of Incorporation, or with these By -Laws, as they may deem best.
 3. To decide if the Society shall have a corporate seal, to adopt, make, and use a corporate seal, and to alter the form of such seal from time to time.
 4. To borrow money and incur indebtedness for the purposes of the Society for amounts not to exceed US\$100,000.00 in any one (1) year without vote of the members of the Society.
 5. To govern and rule by guidelines which shall be set forth from time to time by the Board.
 6. To appoint both standing and ad hoc committees to assist the Board in the conduct of the affairs of the Society. Except as may be otherwise provided in these By-Laws, all committees will be appointed by the Board.

6. To decide all matters and take such actions as are necessary between regular meetings of the members of the Society.
7. To prepare all business for presentation to the Society, to receive the report from the Secretary-Treasurer, and to authorize an annual budget.
8. To set dues for the membership.

Section 2: *Number and Composition of the Board:*

1. The Board shall be composed of no more than twelve (12) voting board members including seven (7) elected board members and up to four (4) officers of the Society – the President, the President-Elect, the Past President, the Secretary-Treasurer.
2. The Board shall appoint non-voting Board members as it desires. These might include the Editor of the *Journal of the Peripheral Nerve Society*, the Chair of the Junior Committee, and the Presidents of Special Interest Groups.

Section 3: *Term and Election of the Board:* The President, the President-Elect, and the Past-President shall serve for a term of two (2) years. The Secretary-Treasurer shall serve for a term of four (4) years. The members of the Board shall serve for a term of four (4) years. All elected board members must be clinicians, academicians, basic and/or clinical scientists. Members of industry and representatives from neuropathy organizations shall not be eligible for board service. Board members are eligible to serve for a maximum of two non-consecutive terms with a two-year lapse in between. Three members of the Board shall be elected every two (2) years.

Section 4: *Resignation:* Any Board Member may resign upon presenting to the Board his/her resignation in writing or by email.

Section 5: *Removal from Office:* Any Board Member may be removed from the Board by the affirmative vote of two-thirds (2/3) of the Board at any meeting thereof, upon written notice setting forth the reasons and grounds thereof, at least thirty (30) days prior to the date of such meeting. The individual will be notified via e-mail.

Section 6: *Vacancies:* Should any Board member die, resign, retire, be removed or disqualified, or otherwise vacate his/her office, the position will remain vacant until a new member is nominated and elected by the membership to fill the unexpired term and up to a maximum of 4 years in total time being determined by the timing of the next vote for Board members.

Section 7: *Meetings of the Board*

- a. *Regular Meetings:* The Board shall meet at the full meeting of the PNS and at other times as shall be determined necessary by the President. Conference calls will have the same procedures and authority as in-person meetings.
- b. *Special Meetings:* Special meetings of the Board for any purpose or purposes may be called at any time by the President or, if he/she is absent or unable to act, by the President-Elect and successively in turn by the Secretary-Treasurer or Past-President.
- c. *Notice of Regular and Special Meetings:* Written notice of the time and place of

regular or special meetings shall be delivered personally, by mail or other form of written or electronic communication, charges prepaid, addressed to each board member at his/her address as it is shown upon the books of the Society, at least thirty (30) days before the time of the holding of the meeting (or if email notification at least 7 days before the meeting). Such mailing, or delivering as above provided, shall be due, legal, and personal notice. Said notice should specify the purpose of the meeting.

- d. *Written Consents and Waivers of Notice:* The transactions at any meeting of the Board, however called or noticed, or wherever held, shall be as valid as though at a meeting duly held after regular call or notice, if a quorum be present.
- e. *Informal Action:* Action may be taken by the Board without meeting if written or email consent to the action in question is signed by all of the Board members and filed with the minutes of the proceedings of the Board, whether done before or after the action taken.

Section 8: *Quorum.* Seven (7) members of the Board present and voting shall constitute a quorum.

ARTICLE III. OFFICERS

Section 1: *Officers:* The Officers of the Society shall be President, President-Elect, Past President, and Secretary-Treasurer.

Section 2: *Term and Election:* The President will invite all Society members to submit nominations for Officers and Board members prior to the meeting. The nominations will be administratively reviewed for eligibility. Candidates must be members in good standing and be clinicians, academicians, basic and/or clinical scientists. Members of industry and representatives from neuropathy organizations shall not be eligible for board service. Officers shall not succeed themselves with the exception of the Secretary-Treasurer, who may be elected to a maximum of two (2) successive terms of four (4) years each.

Section 3: *Duties of Officers*

- a. *President.* The President shall be the chief executive officer of the Society and shall, subject to the control of the Board, have general supervision, direction, and control of the business and officers of the Society. He/she shall preside at all meetings of the Board as able. He/she (or a board member by his/her appointment or the President-Elect) shall be an ex-officio member of all the standing and ad hoc committees. He/she shall have the general powers and duties of management usually vested in the office of the President of a corporation and shall have other such powers and duties as may be prescribed by the Board or these By-Laws. The PNS President shall only be permitted to serve one term.
- b. *President-Elect.* The President-Elect shall automatically become the President of PNS upon expiration of the President's term; shall, in the absence or disability of the President, have and perform the duties and responsibilities of the President; shall in the event of a vacancy in the office of President, however occurring, fill the vacancy in the office of President for the unexpired portion of the President's

term and also serve a full term as President; shall assist the President in the performance of his or her duties whenever requested to do so; and shall have all other duties and responsibilities that the President or the Board may determine.

- c. *Secretary-Treasurer*. The Secretary-Treasurer shall assume the duties of President if the President and President-Elect are unable to fulfil the duties of President. He/she shall become President if the President and President-Elect cannot fulfil the duties of President. The Secretary-Treasurer shall keep, or cause to be kept, a record of minutes at the principal office of the Society, or such other place as the Board may order, of all meetings of the Board and Executive Sessions, with the time and place of holding, whether regular or special, and if special, how authorized, the notice thereof given, the names of those present at Board meetings, and the proceedings thereof.

The Secretary Treasurer shall work with the Executive Office to ensure that the PNS maintains accurate financial records; review PNS expenditures and financial status on a regular basis to ensure overall financial integrity; submit the financial accounts of the PNS to an annual independent audit if required; submit annual state and federal tax returns; develop and present financial recommendations to the Officers; and perform other duties assigned by the President.

The Secretary-Treasurer shall ascertain that records are maintained for Board meetings of PNS; ensure that copies of the minutes of each meeting are provided to the President and other Officers and Directors as appropriate; maintain current copies of Bylaws for use by the President and Board; perform other duties assigned by President or PNS Board.

Section 4: *Succession*: In case of the temporary or permanent absence of the President, the President-Elect shall assume the duties, prerogatives and privileges of the President; if both the President and President-Elect are absent, the Secretary-Treasurer, and then the Past-President shall carry out the duties of the President. In the continued inability of the President, the President-Elect, the Secretary-Treasurer, and the Past-President, to fulfill the duties of President, the Board shall elect officers to fill these offices. A vacancy in any office other than President-Elect, occurring for any reason, shall be filled for the unexpired term by a majority vote of the Board.

ARTICLE IV. COMMITTEES

Section 1: Creation of Standing Committees of PNS

Standing Committees of the PNS may be created by a majority vote of the Board. These Standing Committees shall provide the ongoing functions vital to the Society on a long-term basis. The scope of responsibility of each Standing Committee shall be established by the President on the advice of the Board.

The Chair of a Standing Committee shall be appointed by each new President taking office. Chairpersons of all Standing Committees, with the exception of

the Scientific Program Committee, which shall be a one-year term, shall be appointed by the President to serve a two-year term and may be re-appointed for two additional terms to serve a maximum of six years.

Committee terms shall be staggered so to allow for continuity as well as incorporation of new committee members. The President is responsible for making appointments to replace members rotating off standing committees.

Section 2: Ad Hoc Committees of PNS

Ad Hoc Committees may be appointed as the need arises by the President to carry out a specific task that is not the assigned function of an existing Standing Committee of PNS. The Ad Hoc Committee's charge and date of expected report should be specified by the President, The Ad Hoc Committee and Members of all Ad Hoc Committees shall be appointed at the discretion of the President.

Ad Hoc Committees shall submit to the President reports as deemed appropriate by the President. The Chair of each Ad Hoc Committee shall be responsible for all reports.

Section 3: Committee Longevity

Standing Committees will continue to exist indefinitely at the discretion of the Board. When, in the judgment of the Board, a Standing Committee is no longer necessary, it may discharge the Standing Committee by majority vote of all Board Members.

Ad Hoc Committees are discharged automatically 1) upon the acceptance of their final report to the Board or 2) upon completion of the current President's term of office. Ad hoc committees may be discharged at any time by the President.

Section 4. Standing Committees of PNS

Fundraising Committee:

This Committee will work with the Executive Office to create sponsorship prospectus, to aid in soliciting annual meeting sponsorship, and to solicit feedback from sponsors and others concerning the annual meeting.

Scientific Program Committee:

This Committee will be co-chaired by two PNS members yearly. The Committee will develop the Annual Meeting Program.

Membership Committee:

This Committee will develop initiatives to recruit and retain members of the PNS including establishing Membership Benefits.

Junior Committee:

This Committee will advise the PNS Board on PNS Junior member priorities including membership, the teaching program and communication. This Committee is also

responsible for developing the content of the Saturday Education Course at the Annual Meeting, in consultation with the Scientific Program Committee.

Guidelines Committee:

This Committee will identify topics requiring guidelines and work with other organizations to write or endorse existing guidelines

Education Committee:

This Committee will develop the PNS teaching programs and outreach educational activities.

Communications & Website Committee:

This Committee will work with the Executive Office to create and aid in the dissemination of PNS Communication materials including best practices for social media and the PNS Website.

Finance Committee:

This Committee will oversee the finances of PNS and is chaired by the Secretary-Treasurer

Bylaws Committee:

This Committee will review Bylaws on a periodic basis and will be chaired by the Past-President.

Section 5: Eligibility Requirements for Committee Members

All members of PNS Committees shall be PNS members in good standing. Other persons may, with the specific approval of the President, serve as consultants on committees; however, they shall not vote on matters of administration or policy affecting PNS.

Section 6: Annual and Special Reports of Standing Committees, Special Committees, and Representatives to Organizations

Standing Committees, Ad Hoc Committees, and representative to organizations Article VII shall submit to the Board an annual report and such special reports, from time to time, as deemed appropriate by the Committee, representatives or the Board.

The chair of each committee and representative to each organization shall be responsible for submitting all reports.

ARTICLE V. MEMBERSHIP

Section 1: Membership in the Peripheral Nerve Society is open to any person with interest in disorders of the peripheral nervous system. Membership includes clinicians, academicians, basic and clinical scientists, members of industry and representatives from neuropathy organizations. All members receive a subscription to the *Journal of the*

Peripheral Nervous System and a discounted registration to PNS meetings. All new members will be reviewed by the Board.

Categories of Membership: There shall be three (3) categories of membership in The Society, as provided for in these By-Laws. These categories may be updated at the discretion of the Board.

- A. *Active Members.* Active Members are those who have applied for membership by completing the membership application, who have been reviewed by the Board and approved, and who have paid membership dues.

Persons who do not fulfil the above criteria may be elected to active membership in the Society by a simple majority vote of the Board. This mechanism for membership is provided to encourage the inclusion of key persons who are active in promoting the goals of the Society.

- B. *Senior Members.* Senior Members are those Active Members who have retired and who have requested a change in membership status. Senior members receive online JPNS and do not pay a membership fee but the PNS pays an agreed amount (as advised by the Board) per person per year to the publisher.
- C. *Junior Members.* Junior Members are those who are 40 years or younger, who have an academic or clinical position, who have applied for membership by completing the membership application, who have been reviewed by the Board and approved, and who have paid membership dues.

Section 2: *Election on Merit:* Election to membership in any class shall be based upon the criteria established above without regard to sex, race, creed, national origin, or any other reason. The Board will review the dues for the different categories of membership as needed.

Section 3: *Removal for Cause*

- A. Any member of the Society is subject to removal for cause from membership in the Society. Cause shall include: evidence of willful falsification of information considered by the Society for election for membership; evidence of professional misconduct or conduct considered damaging or detrimental to the Society as deemed by the code of conduct; or conviction of a felony as defined by the government of jurisdiction.
- B. A written petition for removal of a person from membership for cause shall be filed with the President by a voting member of the Society, hereafter referred to as the petitioner, and endorsed by each of two (2) seconders. The petitioner must document the specific cause or causes for removal and provide good and substantial evidence in support of the allegation.
- C. The Board, with the President as Chairperson, shall serve as a Board of Review and cause written notice of the petition and date of the next Executive Session of the Board to be served on the member so charged. The individual charged shall have the opportunity to confront the petitioner and be allowed to present material in his/her defense. The Board, serving as a Review Board, shall review the petition, the member's response, and such other evidences as are

pertinent. The Chairperson of the Board shall require a two-thirds (2/3) vote of the entire Board of Review to remove a Society member for cause.

ARTICLE VI. MEETINGS OF THE MEMBERSHIP

Section 1: *Society Meetings*: The members of the Society shall meet regularly at a time and place designated by the Board.

Section 2: *Notice of Society Meetings of Membership*: Notice of the regular meetings of the membership shall be sent via email to the members.

Section 3: *Quorum and Voting*:

A majority vote of the eligible voters present shall be required to constitute an action by the eligible voters on any matter, unless otherwise provided by these Bylaws. A member may vote either in person or by proxy executed in writing and signed by the member, or by e-mail.

The Voting Members may vote electronically on special matters as approved by the Board. For purposes of electronic voting, the entire Voting Membership shall be deemed present during the voting process. Notice of special matters subject to an electronic vote shall contain a detailed explanation of the matters to be voted on by the Voting Membership and shall be provided electronically to all Voting Members. An adequate time period will be offered to submit an electronic vote, and the dates for submitting an electronic vote will be clearly stated. Appropriate measures will be employed to ensure a fair and accurate balloting process.

If a tie occurs, the election shall be settled by a secret ballot among the members of the Executive Committee.

Section 4: The details of the PNS Meetings will be determined by the Board and the Scientific Program Committee.

ARTICLE VII. REPRESENTATIVES OF THE SOCIETY

Section 1: *Representatives of the Society*: The President shall be empowered to appoint and/or nominate representatives of the Society to various organizations and conferences of importance to the Society on an ad hoc basis.

Section 2: *Unexpired Terms of Representatives*: The President, with the approval of a majority of the Board, shall appoint a member of the Society to complete the unexpired term of office of any elected representative or alternate representative who for any reason is unable to serve.

ARTICLE VIII. DUES

Section 1: *Dues*: Annual dues shall be determined by the Board. Active and Junior Members shall pay annual dues as determined by the Board. The Executive Office shall

notify members concerning the dues of the Society each year.

ARTICLE IX. INDEMNIFICATION

To the full extent permitted by any applicable law, any person who is or was a director, officer, employee or agent of PNS shall be indemnified by PNS against any and all liability and reasonable expense incurred by reason of the person being or having been a director, officer, employee or agent of PNS, or by any action taken or not taken in the course and scope of the person's service as such director, officer, employee or agent of PNS, 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 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 expense in advance of the final disposition of a proceeding in accordance with, and to the full extent permitted by, any applicable law.

The rights of indemnification provided in this section shall not limit, but shall be in addition to, any other right to which such director, 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 the claim asserted against such person is based upon matters which antedate the adoption of this section.

PNS, its Directors and Officers, shall be fully protected in making any determination under this section, or in making or refusing to make any payment under this section, in reliance upon the advice of counsel.

PNS 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, an officer or employee of this corporation or a Member of a Committee of this corporation against any liability asserted against such person in such capacity.

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 X. MISCELLANEOUS

Section 1: *Checks and Drafts*: All checks, drafts, or other orders for payment of money; notes, or other evidences of indebtedness issued in the name of or payable to the Society shall be signed or endorsed by such person or persons in such manner as from time to time shall be determined by resolution of the Board. Each such person or persons must be bonded in an amount determined by the Board.

Section 2: *Contracts*: All contracts will be signed by the Officers of the Society or the Executive Office. No one else will have authorization, unless so authorized by the Board. No officer or agent shall have any power or authority to bind the Society by any contract or engagement or to pledge its credit or render it liable for any purpose or to any amount.

Section 3: *Fiscal Year*: The fiscal year of the Society shall end on December 31.

Section 4: *Inspection of By-Laws and Corporate Records*: The Society shall keep in its principal office for the transaction of business, the original or copy of the Bylaws or other corporate records, as amended or otherwise altered to date, certified by the Secretary-Treasurer, which shall be open to inspection by interested persons at all times during office hours.

Section 5: *Rules of Order*: Robert's Rules of Order, as revised, shall be the parliamentary guide, when not in conflict with these By-Laws, for all meetings of the Society and its committees.

ARTICLE XI. AMENDMENTS

These Bylaws may be amended, altered, or repealed by the vote of at least two-thirds of the eligible voters, either by physical presence at a meeting or by electronic ballot of all of the eligible voters, provided that any proposed amendment 1) has been submitted in writing to the Board and 2) notice thereof has been provided to each Fellow and other Voting Member at least one month prior to the date on which it will be voted upon. These Bylaws shall be subject to a complete review every ten years.

ARTICLE XII. Whistleblower Protection Policy

- a. **Encouragement of Reporting.** PNS encourages the reporting of suspected illegal practices or serious violations of PNS's adopted policies, including illegal or financially improper conduct by PNS itself, by its leadership, or by others on its behalf. Appropriate subjects to raise under this policy include financial improprieties, accounting or audit matters, and ethical violations.
- b. **Protection from Retaliation.** PNS prohibits retaliation for the making of good faith reports under this policy or for participating in a review or investigation under this policy. This protection extends to those whose allegations are made in good faith but prove to be mistaken.
- c. **Format and Content.** A report under this policy must be in writing and must sufficiently describe the suspected conduct that is the basis for the report. Reports should identify the person who prepared and is submitting the report, though anonymous reports may be considered if sufficiently detailed.
- d. **Submission.** A report must be submitted to the President. If both of those persons are implicated in the report, it may be directed to the President-Elect, or Secretary-Treasurer.

ARTICLE XIII. Consortia of the PNS

- a. The Board may endorse/create/appoint Consortia of the PNS to further develop special interest groups within the PNS.

- b. Consortia of the PNS will consist of PNS members who join together, create a Constitution, and have elected officials of the Consortia. Consortia should be able to show the Board evidence of progress toward common goals of the Consortia and the PNS. It is likely that a Consortia would need to exist for at least 2 years prior to Board endorsement. The Board has final determination on the official status of any PNS Consortia.

- c. The Board will determine what benefits, if any, a Consortia will receive from the PNS. Such benefits may include designated space for Consortia meetings at the Annual Meeting of the PNS, a non-voting Board position for the Consortia President, input into the Annual Meeting program, and financial assistance.

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