

Bylaws
of the
United Council for Neurologic Subspecialties
(October 3, 2008)

Article I - Name

This nonprofit corporation shall be known as the “United Council for Neurologic Subspecialties” (UCNS). In these bylaws, this corporation is sometimes referred to as “UCNS” or “Corporation.”

Article II - Purposes

Section 1. Mission. The mission of the UCNS will be to provide for certification and accreditation with the goal of enhancing the quality of training for physicians in neurological subspecialties and the quality of patient care.

Section 2. Primary Functions. The primary functions of the UCNS will be to:

- (a) Establish and maintain standards for Neurological Subspecialty Area (NSA) and Independent Board membership in the UCNS.
- (b) Accept and act on applications for membership from individual NSAs and Independent Boards.
- (c) Establish and maintain training standards for the accreditation of UCNS-approved NSAs and Independent Boards.
- (d) Accredite training programs in the UCNS-approved NSAs and Independent Boards.
- (e) Establish and maintain technical examination standards for certification of UCNS-approved NSAs and Independent Boards.
- (f) Issue certification to individual physicians who meet the certification standards established by UCNS and are certified through the UCNS.
- (g) Establish and maintain an administrative structure that is capable of offering efficient accreditation and certification services for UCNS-approved NSAs.

Article III - Definitions

Section 1. Parent Organizations. Parent Organizations shall be the American Academy of Neurology (AAN), the American Neurological Association (ANA), the Association of University Professors of Neurology (AUPN), the Child Neurology Society (CNS), and the Professors of Child Neurology (PCN).

Section 2. Neurological Subspecialty Areas. Neurological Subspecialty Areas (NSAs) are clinical subspecialty areas of neurology and are eligible to be members of the UCNS.

Section 3. Independent Boards. Independent Boards are certifying boards that provide subspecialty accreditation or certification options to neurologists and are eligible to be members of the UCNS.

Section 4. Ex Officio Director. An ex officio director shall have all rights and duties of a director nominated by a Parent Organization, but may not vote.

Section 5. Board Liaisons. The American Board of Psychiatry and Neurology (ABPN), the Neurology Residency Review Committee (NRCC), and each Parent Organization may designate a Board Liaison to attend board meetings.

Article IV - Board of Directors

Section 1. General Powers. The business and affairs of the UCNS shall be managed by its Board of Directors (hereinafter the “Board”).

Section 2. Voting Directors.

- (a) Unless otherwise provided in these bylaws, the Board shall include one voting director for each Parent Organization, elected from a list of one or more nominees submitted by the Parent Organization.
- (b) The Board shall include voting directors nominated by participating NSAs and Independent Boards, but the number shall always be one less than the number of Parent Organization directors. When the number of Independent Boards and NSAs exceeds the number of Parent Organizations, the positions shall be appointed based on the date of approved membership of the NSA or Independent Board. At that time, terms for directors nominated by the participating NSA or Independent Board shall be for two years. Terms may be adjusted to ensure that the number of directors nominated by participating NSAs or Independent Boards shall always be one less than the number of Parent Organization directors.
- (c) When the Board notifies participating NSAs and Independent Boards about a vacancy on the Board, the organization shall nominate one or more ABPN-certified neurologists for the position.
- (d) The Board shall elect a director who has been nominated by the submitting organization, but the Board reserves the right to reject any nominee.
- (e) All director appointments shall be for an initial three-year term with the opportunity for re-appointment for two further three-year terms if nominated by the Parent Organization. A director who has served a third consecutive term shall not be eligible to succeed himself or herself on the Board upon the expiration of the third term.

Section 3. Ex Officio Non-voting Director and Board Liaisons.

- (a) At the end of the Chair’s term or upon the resignation of the Chair, if the Chair’s director term on the Board has also ended, the Chair shall assume the Past Chair position and may remain on the Board as an ex officio non-voting officer for two years.

- (b) Board Liaisons shall receive the same agenda materials as board members and may attend all board meetings.

Section 4. Vacancies.

- a. A director's position becomes vacant at the end of a director's term.
- b. The Board may declare a vacancy to exist when illness or other incapacity causes any director to be unable to perform and carry out the duties of a director. If a vacancy occurs by resignation or is declared, the Board shall notify the appropriate participating organization of the vacancy and the organization shall promptly nominate one or more ABPN-certified neurologists to fill the vacancy. If the Board does not select a director from the initial submitted list, the Board may request one or more additional lists from the nominating organization. The UCNS Board shall elect a director from a list submitted by the nominating organization. A director elected to fill such a vacancy shall serve the unexpired term of the predecessor in office. If an election to fill a vacancy is for less than a full three-year term, the partial term shall not be considered when applying the tenure provisions in Article IV, Section 2.

Section 5. Declaration of Vacancies. The Board, by a vote of a majority of its eligible directors then in office may remove and replace a director. The director who is the subject of the removal vote may vote on the removal. The successor to a director removed under this section shall be selected in accordance with Section 4 of this Article IV.

Section 6. Councils and Committees.

- a. The Chair shall appoint or cause to be appointed, the standing committees listed in this section and any other committees necessary to conduct the business of the Board.
- b. The Chair shall appoint, from nominations submitted by the Parent Organizations, at least a four-member Accreditation Council. The Council shall recommend accreditation policies to the Board; work with UCNS staff to implement the accreditation process and materials; upon application, review specific subspecialty programs and make recommendations to the Board for accreditation; and perform other duties assigned by the Board. The Council may, within budget limitations, retain consultants to enhance the accreditation process for specific programs.
- c. The Chair may appoint, from nominations submitted by the Parent Organizations, at least a four-member Certification Council. The Council shall recommend certification policies to the Board; work with UCNS staff to implement the certification process and materials; counsel UCNS members on certification development and implementation; and perform other duties assigned by the Board. The Council may, within budget limitations, retain consultants to enhance the certification process.
- d. The Chair shall appoint a Coordinating Council chaired by a UCNS Board member to recommend operational policies and to work with potential and current UCNS members to coordinate applications, credentialing, and examination of developing subspecialties.
- e. The terms of the appointees shall be set by the Board or by the Chair in the letter of appointment.

Section 7. Alternates. Parent Organizations and Member Organizations that nominated directors may also nominate alternate directors by submitting a list of one or more nominees to the Board. When elected by the Board, the alternate director may participate and vote in Board, Council, or Committee meetings if the director is unable to attend the meeting. The UCNS will pay reasonable expenses of an alternate director who is representing an absent director.

Article V - Officers and Officials

Section 1. Officers. The officers of the Board shall be a Chair, a Vice-chair, a Secretary/Treasurer, and a Past Chair. The Chair, Vice-chair, and Secretary/Treasurer shall be elected from the current Parent Organization directors.

- (a) Except for the first election of officers, the officers shall be elected biennially at the regular annual meeting and shall take office immediately following adjournment of that meeting. All elections shall be for a two-year term. All officers are eligible to serve a second consecutive or non-consecutive two-year term in a specific position.
- (b) The election of officers shall be by a majority vote of the directors present and voting. When there are three or more candidates for a single position and no one receives a majority vote on the first ballot, a second ballot shall be taken between the two candidates receiving the highest number of votes on the first ballot.
- (c) A vacancy in any office may be filled for the unexpired term, except as provided in Article V, Sections 2(b), at any regular or special meeting of the Board.
- (d) All elections shall be by secret ballot.
- (e) If the Chair's term as a director expires, the Chair shall remain on the Board as Chair until the term as Chair expires.

Section 2. Duties of Officers.

- (a) The Chair shall be the Chair of the Board. The Chair shall act as the chief spokesperson of the UCNS to the public, the press, legislative bodies, the medical community at large and federal, state, and local governmental and private agencies and organizations; shall work with the UCNS Manager to ensure that basic UCNS policies and programs are formulated and executed; is responsible for making appointments to standing committees; may create ad hoc committees; and may appoint UCNS representatives to civic, professional, and governmental organizations as may be required to execute the business and affairs of the UCNS. The Chair shall submit to the annual meeting of the Board a written report of the business and affairs of the organization. The Chair shall ensure that all UCNS staff members are provided an annual performance evaluation.
- (b) The Vice-chair, in the absence or disability of the Chair, shall act in the place and stead of the Chair and, in addition, the Vice-chair shall perform the duties as may be assigned by the Chair or by the Board. In event of the death or disability of the Chair, the Vice-chair shall succeed to the Chair position for the unexpired term.
- (c) The Treasurer shall keep, or cause to be kept, true and accurate accounts of all the financial transactions of the UCNS. The Treasurer shall be the custodian of funds of

the UCNS and of any securities that are the property of the UCNS and shall sign all UCNS checks according to finance policies. The Treasurer shall prepare, or cause to be prepared, an audit of the corporation's books on a schedule determined by the Board and shall present a report of every audit. The Treasurer shall also be the Secretary of the UCNS and shall keep, or cause to be kept, records of business meetings, minutes, and bylaws and rules of the UCNS. In the absence or disability of the Chair and the Vice-chair, the Secretary/Treasurer shall be the Acting Chair until the Board fills those positions.

- (d) The Past Chair shall have all duties and responsibilities that the Chair or the Board may determine.
- (e) An alternate director may not serve as an officer.

Section 3. Executive Committee. The Board may establish an Executive Committee. An Executive Committee shall be composed of the Chair, Vice-chair, and Secretary/Treasurer. The Executive Committee shall have the authority to act on all matters delegated by the Board, but the actions of the Executive Committee shall be reaffirmed during the next meeting of the Board.

Section 4. Personnel. The Board will authorize employment of or contracting with staff and/or consultants, as necessary, to administer the business and affairs of the corporation. Within approved budget limits, the Board may authorize additional personnel as needed.

Section 5. Examiners and Proctors. Directors shall supervise the evaluation process administered by the UCNS. The Board may from time to time, as may be necessary for the proper conduct of examinations, appoint examiners or employ other qualified agencies to design, conduct, evaluate, and administer methods of accreditation and certification.

Article VI - Meetings and Voting

Section 1. Annual and Regular Meetings. At least two meetings of the Board shall be held each calendar year at a time and place to be fixed by the Board. One of the regular meetings shall be designated the annual meeting. The date of these meetings shall be set by action of the Board at least sixty days prior to the meeting.

Section 2. Special Meetings. Special meetings of the Board shall be called (a) by the Chair or (b) by the Secretary/Treasurer when the Secretary/Treasurer receives a written request from not less than three directors. The Chair shall fix the time, place, and purpose of each special meeting.

Section 3. Notice of Regular Meetings. Notice of any meeting of the Board shall state the time and place of the meeting. Such notice shall be given in writing not less than thirty days prior thereto to each director at the appropriate address as shown by the records of the UCNS. Any director may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting was not validly called.

Section 4. Quorum. A majority of the voting directors then in office shall constitute a quorum for the transaction of any business at any meeting of the Board.

Section 5. Voting.

- (a) Each voting director is entitled to one vote.
- (b) All issues shall be decided by a majority vote of the voting directors unless otherwise specifically provided in these bylaws.
- (c) Bylaws may be amended by two-thirds of the voting directors.
- (d) Upon approval of the Chair, an official Board vote may be taken by conference call, mail, e-mail, or other equivalent electronic process.
- (e) In the absence of one or more directors or alternate directors nominated by the Parent Organizations, the Chair may table a vote at a meeting.

Section 6. Rules of Order. The most current version of Robert’s Rules of Order, except when it is in conflict with these bylaws, shall control all parliamentary procedures of the meetings of the Board.

Article VII - Contracts, Checks, Deposits and Funds

Section 1. Administrative Offices. The Corporation shall have and continuously maintain a registered office and a resident agent whose office is identical with such registered office, and may have such other offices as the Board may from time to time determine.

Section 2. Contracts. The Board may authorize any officer or officers, agent or agents of the UCNS to enter into any specific contract or execute and deliver any specific instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 3. Checks, Drafts, and Other Methods of Payment. All checks, drafts, or other orders of the payment of money, notes, or other evidences of indebtedness shall be issued in the name of the UCNS and in such manner as shall from time to time be determined by resolution of the Board.

Section 4. Deposits. All funds of the UCNS shall be deposited to the credit of the UCNS in such banks, trust companies, or other depositories as the Board may approve.

Section 5. Gifts. The Board may accept on behalf of the UCNS any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the organization.

Section 6. Bonds. The Board may require designated officers or employees to obtain a bond.

Article VIII - Books and Records

The UCNS shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board, and shall keep at the registered or principal office a record giving the names and addresses of the directors.

Article IX - Application for Independent Board Membership

Section 1. Method of Making Application. Applications for Independent Board membership shall be made to the UCNS upon a prescribed form. Each application shall be accompanied by a fee set by the Board. If the Board is lacking in any of the requirements as indicated on the application form, the application may be rejected.

Section 2. Membership Requirements. Requirements for Independent Board membership in the UCNS will be determined by the Board.

Section 3. Changes in Membership Criteria.

- a. When the Board proposes substantive changes in the Independent Board membership criteria, within ten days of receipt, the UCNS shall distribute copies to the Parent Organizations. The recipients may review and comment in writing within ninety days. The Board, at its discretion, may amend the criteria based on these comments.
- b. Approved substantive changes in Independent Board membership criteria shall be published prior to their effective date, using appropriate methods of notification as determined by the Board.

Article X - Application for Neurological Subspecialty Area Membership

Section 1. Method of Making Application. Applications for NSA membership shall be made to the UCNS upon a prescribed form. Each application shall be accompanied by a fee set by the Board. If the NSA is lacking in any of the requirements as indicated on the application form, the application may be rejected.

Section 2. Membership Requirements. Requirements for NSA membership in the UCNS will be determined by the Board.

Section 3. Changes in Membership Criteria.

- a. When the Board proposes substantive changes in the NSA membership criteria, within ten days of receipt, the UCNS shall distribute copies to the Parent and participating organizations. The recipients may review and comment in writing within ninety days. The Board, at its discretion, may amend the criteria based on these comments.
- b. Approved significant changes in the NSA membership requirements shall be published prior to their effective date, using appropriate methods of notification as determined by the Board.

Article XI - Application for Program Accreditation

Section 1. Method of Making Application. Applications for program accreditation shall be made to the UCNS upon a prescribed form. Each application shall be accompanied by a fee set by the Board. If the program is lacking in any of the requirements as indicated on the application form, the application may be rejected.

Section 2. Requirements for Qualification of Programs. Requirements for program accreditation by the UCNS will be determined by the Board.

Section 3. Changes in Qualification Criteria.

- (a) When the Board proposes substantive changes in the program accreditation criteria or program requirements, within ten days of receipt, the UCNS shall distribute copies to the Parent Organizations and to the relevant subspecialty societies. The recipients may review and comment in writing within ninety days. The Board, at its discretion, may or may not amend the criteria based on these comments.
- (b) Approved substantive changes in the program accreditation criteria or program requirements shall be published prior to their effective date, using appropriate methods of notification as determined by the Board.

Section 4. Evaluation of Programs. Each program shall be evaluated in such manner and under such rules as the Board may prescribe and must meet criteria acceptable to the Board before receiving accreditation. In all such matters, the decision of the Board, upon the completion of the internal appeal process, shall be final.

Section 5. Reaccreditation. Reaccreditation shall occur at appropriate intervals under conditions and in a manner determined by the Board.

Section 6. Appeal Process. The Board shall promulgate a process that will allow programs to appeal accreditation decisions.

Article XII - Application for Certification

Section 1. Method of Making Application. Applications for certification shall be made to the UCNS upon a prescribed form. Each application shall be accompanied by a fee set by the Board. If the applicant is lacking in any of the requirements as indicated on the application form, the application may be rejected.

Section 2. Requirements for Qualification of Candidates. Requirements for the qualification of candidates for the certification process of the UCNS will be determined by the Board.

Section 3. Changes in Qualification Criteria.

- (a) When the Board proposes substantive changes in qualification criteria, within ten days of receipt, the UCNS shall distribute copies to the Parent Organizations and to the relevant subspecialty societies. The recipients may review and comment in

writing within ninety days. The Board, at its discretion, may or may not amend the requirements based on these comments.

- (b) Approved substantive changes in the qualification requirements shall be published prior to their effective date, using appropriate journals and publications.

Section 4. Evaluation of Candidates. Each candidate shall be evaluated in such manner and under such rules as the Board may prescribe and must meet criteria acceptable to the Board before receiving certification. In all such matters, the decision of the Board, upon the completion of the internal appeal process, shall be final.

Section 5. Recertification. Recertification shall occur at appropriate intervals under conditions and in a manner determined by the Board.

Section 6. Appeal Process. The Board shall promulgate a process that will allow candidates to appeal individual qualification and certification decisions.

Article XIII - Certificates

Section 1. Form. Certificates issued by the UCNS shall be dated as to the date of issuance and the period of validity, shall be signed by the Chair, shall have placed upon them the official seal, and shall state that the holder thereof has satisfactorily met the requirements for certification or recertification as determined by the UCNS.

Section 2. Revocation.

- a. Each certificate issued by the UCNS shall be subject to revocation in the event that:
 - (1) The issuance of such certificate or its receipt by the person so certified shall have been contrary to, or in violation of, any provision of the Articles of Incorporation or the bylaws; or
 - (2) The person certified shall not have been qualified to receive such certificate, regardless of whether the facts constituting him or her so ineligible were known to, or could have been ascertained by the UCNS at the time of the issuance of such certificate; or
 - (3) The person so certified shall have made any misstatement of fact in the application for such certificate or in any other statement or representation to the UCNS or its representatives.
 - (4) A state has revoked or suspended a certified person's license to practice medicine.
 - (5) A state or federal court has convicted a certified person of a felony.
- b. The Board shall have the sole power and authority to determine whether the evidence or information before it is sufficient to constitute grounds for revocation of any certificate issued by the UCNS. The Board may require any person so certified to appear before the Board or a body designated by the Board, upon not less than twenty days written notice by registered mail, and to show cause why the certificate should not be revoked. Failure to appear shall, at the discretion of the Board, constitute cause for revocation of the certificate. The decision of the Board in all such matters shall be final.

Section 3. Rules and Regulations. The Board may adopt further rules and regulations governing examinations and issuance and revocation of certificates as appropriate.

Article XIV - Withdrawal of a Parent Organization

Section 1. Notice. A Parent Organization may withdraw, upon six months' notice to the Chair, as a Parent Organization of the UCNS by delivering to the Chair a certified copy of a resolution authorizing the withdrawal duly adopted by the governing body of the Parent Organization. Upon withdrawal of a Parent Organization:

- a. its name shall be deleted from the description of the UCNS in Article I of these bylaws;
- b. its right under Article IV, Section 3, of these bylaws to nominate a director or directors shall cease; and
- c. the director nominated by the withdrawing Parent Organization shall remain a director until the end of the director's term.

Section 2. Adjustment to the Board. Should a Parent Organization withdraw and the number of Independent Board and NSA directors be at its maximum, the number of such directors shall be reduced by one for each withdrawn parent director in order to maintain the present ratio of directors. The Independent Board or NSA director to be reduced shall be the last appointed.

Article XV – Disciplinary Actions

Section 1. The Board, by a vote of three-fourths of all eligible directors, may discipline a member organization for cause. The discipline may include revocation of membership in the UCNS. A director nominated by a disciplined member is eligible to vote on a motion affecting the disciplined member.

Section 2. The Board shall adopt a fair hearing procedure to govern any disciplinary action by the Board.

Article XVI - Seal

The Board may provide a corporate seal which shall have inscribed thereon the corporate name and the year of incorporation.

Article XVII - Waiver of Notice

Whenever any notice is required under the provisions of the “Minnesota Nonprofit Corporation Act,” the Articles of Incorporation or these bylaws, a waiver signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of the notice.

Article XVIII – Fiscal Year

The fiscal year shall be January 1 through December 31.

Article XIX – Amendments to Bylaws

These bylaws may be altered and amended at any time in accordance with Article VI, Section 5(c), of these bylaws at any properly noticed meeting held for that purpose. Any meeting shall be properly noticed if notice is given in accordance with Article VI, Section 3, if it includes the proposed amendments, and if it is delivered at least 30 days prior to the meeting.

Article XX – Indemnification

Section 1. Indemnification by the Board. To the full extent permitted by any applicable law, any person who is or was a director, officer, employee or agent of the UCNS shall be indemnified by the UCNS 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 the UCNS, or by reason of any action taken or not taken in the course and scope of the person's service as director, officer, employee or agent of the UCNS, 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. The person shall be entitled to reimbursement by the UCNS 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.

Section 2. Other Rights. The rights of indemnification provided in this section shall not limit, but shall be in addition to, any other rights 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 person continues to be a director, officer, employee, or agent at the time of incurring or becoming subject to liability and expenses, and whether or not the claim asserted against the person is based upon matters that antedate the adoption of this section.

Section 3. Insurance. The Board shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, employee, or designated representative of the UCNS or is or was serving at the request of the Board as a representative of another corporation, partnership, joint venture, trust, or other enterprise against any liability asserted against him or her and incurred by him or her in any such capacity or arising out of his or her status as such, without regard to whether he or she may be indemnified by the Corporation against liability.

Article XXI – Dissolution

Upon dissolution of this Corporation for any reason, the total remaining net assets of the corporation shall be conveyed by the Directors to UCNS Parent Organizations in direct ratio to the total of their direct monetary contributions.

Approved by the Board of Directors

May 1, 2003

September 11, 2003

March 11, 2004

September 8, 2004

September 23, 2004

February 2, 2005

March 1, 2008

October 3, 2008

MGS:20081006