

WORLD ASSOCIATION OF LEBANESE NEUROSURGEONS

BYLAWS

**(AMENDED DURING THE GENERAL ASSEMBLY, JUNE 30, 2004
AMENDED AT SAN DIEGO CONGRESS MEETING SEPTEMBER, 2007)**

WORLD ASSOCIATION OF LEBANESE NEUROSURGEONS

BYLAWS

ARTICLE I – NAME, PURPOSES, AND PRINCIPLES

Section 1. This organization shall be known as the World Association of Lebanese Neurosurgeons (The “Association”), an Illinois not for profit corporation.

Section 2. The mission of the Association is to foster the Lebanese Neurosurgical heritage and promote bridges of professional brotherhood among neurosurgeons of Lebanese descent and/or education. As a founding principle, issues of political, racial or religious nature or connotation are strictly excluded and prohibited from the Association. There further shall be no discrimination related to politics, race, sex, or religion, or to the country or type of training of practice, or to the scope of neurosurgical background or activities.

Section 3. The principal office of the Association shall be located at such location as may be designated from time to time by the Board of Directors.

ARTICLE II – LIMITATIONS

Section 1. Operational Limitations.

A. The Association shall always be operated solely for the purposes set forth above, without discrimination, provided that no part of the net earnings of the Association shall inure to the benefit of or be distributable to any director or officer of the Association or any private individual, except that the Association shall be authorized and empowered to pay reasonable purposes set forth herein. Furthermore, notwithstanding any other provision of the Bylaws, the Association shall not carry on any other activities not permitted to be carried on: (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any future United States Internal Revenue Law). Furthermore, the Association shall not engage in any activities or exercise any powers that are not in furtherance of the purposes of the Association.

B. Upon the dissolution the Association, the Board of Directors shall, upon paying or making the provision for the payment of all liabilities of the Association, dispose of all of the remaining assets of the Association to such organization or organizations as shall qualify for tax-exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue law) and which shall have a similar or compatible purpose as that of the Association or, if no such organization is then in existence, then to any organization qualified under Section 501(a) of said Internal Revenue Code as the Board of Directors shall determine. Any asset not so disposed of shall be donated to an organization selected by the Board of Directors of the Association.

Section 2. Legislative or Political Activities. No substantial part of the activities of the Association shall be the carrying on of propaganda, or otherwise directly attempting to influence legislation, and the Association shall not participate in, or intervene in (including the publishing and distribution of statements) any political campaign on behalf of any candidate for public office.

Section 3 No Discrimination. The Association shall not adopt any practice, policy or procedure which would result in discrimination on the basis of race, sex, religion, creed or national origin.

ARTICLE III – MEMBERSHIP

Section 1. The members elected to this Association shall be divided into the following categories:

- A. Eligible
- B. Active
- C. Resident
- D. Associate
- E. Candidate

The process for application and election to membership shall be governed by the policy prescribed by the Board of Directors:

A. Eligible Member. An Eligible Member is any neurosurgeon who is Lebanese, of Lebanese descent, or has a connection with, relationship to or interest in Lebanon.

B. Active Member. An Active Member is any Eligible Member who pays such member's yearly dues and is in good standing. Active Members have the right to volunteer to serve as Officers of the Association, to submit nominations for Officers, vote in person or by proxy and to propose official resolutions or other agenda items for Association meetings.

C. Resident Member. A Resident Member is any neurosurgical resident who is Lebanese, or Lebanese descent, or has a connection with, relationship to or interest in Lebanon. Resident Members do not pay yearly dues but have the right to submit nominations for Officers, to vote in person or by proxy and to propose resolutions or other agenda items for Association meetings. Resident Members can serve as Officers of the Association, with the exception of the Office of President.

D. Associate Member. An Associate Member is any individual active in a field related to neurosurgery, including neurology, neuroradiology, neuropathology, neuro-otology, neuro-anesthesiology or another neuroscience field and either Lebanese, of Lebanese descent, or

has a connection with, relationship to or interest in Lebanon. Associate Members pay yearly dues, have the right to submit nominations for Officers, to vote in person or by proxy and to propose official resolutions or other agenda items for Association Meetings. Associate Members cannot serve as Officers of the Association.

E. Candidate Member. Candidate members is any individual who is Lebanese, of Lebanese descent of has a connection with, relationship to or interest in Lebanon, and is aspiring for training in Neurosurgery. Candidate members cannot serve as Officer of the Association.

To be eligible for membership, all individuals must be in good professional standing. Professional standing shall be determined in accordance with internationally accepted standards of surgical conduct and ethics (with reference to the International College of Surgeons) and shall be adjudicated by the Association's Board of Directors.

Section 2. Membership is by written application to the Secretary (directly or via a Regional Representative) with active determination of professional standing and the payment of the applicable membership dues. One letter of endorsement by an active member is required.

Section 3. Resignations shall be submitted in writing to the Secretary to be acted upon by the Association's Board of Directors.

Section 4. The Board of Directors shall have the power to suspend or expel any Member who fails to pay dues, or who no longer possesses the qualifications necessary for membership, and for other reasons as herein provided.

ARTICLE IV- DUES

Section 1. Annual dues for membership in the Association shall be \$200.00 for overseas members (outside Lebanon), and \$15.00 for Lebanese members.

Section 2. An annual donation in the amount of \$100 will qualify the member as a Platinum Donor.

Section 3. An annual donation in the amount of \$250 will qualify the member as a Cedar Class Donor.

Section 4. The Board of Directors shall have the right to reduce dues or to exempt Member form payment of dues on the basis of undue hardship or for other acceptable reasons as determined by the Board of Directors.

ARTICLE V – BOARD OF DIRECTORS

Section 1. Appointment. The control of the Association shall be vested in a Board of Directors, who shall govern and manage the affairs of the Association in accord with the purposes and principles and other requirements of the Bylaws of the Association and in conformity with the laws governing its incorporation.

Section 2. Duties and Powers. The Board of Directors may adopt such rules and regulations for the conduct of its business and the operations of the Association as shall be deemed advisable, and may, in the execution of the powers granted, appoint such agents as it may consider necessary without limiting the generality of the foregoing, the Board of Directors shall have the following duties and powers:

1. Raise funds and invite and receive contributions in accordance with any requirements application to a 501(c)(3) entity;
2. Purchase, take, receive or lease any property necessary for the achievement of the Association's goals;
3. Sell, convey, mortgage, pledge, lease or otherwise dispose of any property;
4. Borrow money for corporate purposes;
5. Employ staff as necessary to achieve the Association's goals and purposes;
6. Appoint committees as necessary in furtherance of the Association's goals;
7. Establish or support any charitable trusts, foundations, associations or institutions in furtherance of the Association's goals; and
8. Exchange information and ideas with other charities, associations, voluntary organizations which have similar goals and purposes to achieve the Association's goals and purposes.

Section 3. Number. The Board of Directors shall consist of the six (6) Elected Officers.

Section 4. Term. All Directors shall be elected for terms of two (2) years each to run concurrent with the term of their elected office.

Section 5. Meetings. The Board of Directors shall have regular meetings at least annually and at such other items during each calendar year as the Board of Directors shall determine. The Board of Directors also shall meet upon the demand of a majority of the members of the Board of Directors. Notice of all meetings of the Board of Directors and proposed agenda thereof shall be sent by mail or electronic mail to each member of the Board of Directors at the last recorded address of such member at least ten (10) days in advance of the meeting. The Board of Directors shall prescribe procedures for the inclusion of any items of business on the agenda of any meeting of the Association.

Section 6. Place of Meetings. The Board of Directors shall have regular meetings at such place or places as it may, from time to time, determine. In the absence of any such determination, such regular and special meetings of the Board of Directors shall be held at such places as may be designated in the calls therefore.

Section 7. Quorum. At all meetings of the Board of Directors the presence of a majority of the Directors shall constitute a quorum for the transaction of business, and the act of a majority of the directors present at any meeting at which there is a quorum shall be the act of the Board of Directors, except as may be otherwise specifically provided by statute, the Association's Articles of Incorporation or these By-laws. In the absence of the quorum, the directors present, by majority vote, may adjourn the meeting from time to time by announcement at the meeting until a quorum shall be present. At any such adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the meeting as originally notified.

Section 8. Attendance at Meetings. Member of the Board of Directors may participate in a meeting of the Board of Directors, by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting pursuant to this section shall constitute presence in person at such meeting.

Section 9. Compensation. Directors shall not receive any stated compensation for their services as Directors, but the Board may, by resolution, authorize reimbursement of expenses incurred in the performance of their duties. Such authorization may prescribe procedures for approval and of payment for such expenses by designated Officers of the Association. Nothing in these By-Laws shall preclude a Director from serving in any other capacity with respect to the Association and receiving compensation for such services.

Section 10. Resignation or Removal. Any Director may resign at any time by giving written notice to the President of the Association, who shall immediately notify the Board of Directors. Such resignation shall take place effective at the time specified therein or if no time is specified, then at the time of acceptance of the resignation as determined by the President. Any Director may be removed with or without cause by an affirmative vote of two thirds (2/3s) of the Directors at any meeting of the Board of Directors at which a quorum is present and written notice stating that one purpose of the meeting is to vote on the removal of the named Directors.

Section 11. Vacancies. Any vacancies occurring on the Board of Directors by reason of death, resignation, or otherwise, shall be filled by a vote of the majority of the remaining Directors for the unexpired term.

Section 12. Informal Action by Directors. Any action required to be taken at a meeting of the Board of Directors or any action which may be taken at a meeting of the Directors may be taken without a meeting if a consent in writing, setting forth the actions so taken, shall be signed by all of the Directors entitled to vote with respect to the subject matter thereof.

ARTICLE VI – OFFICERS

Section 1. The Elected Officer of the Association shall consist of a President, a Vice President, a Secretary, a Treasurer, Newsletter Editor, and a Director of Education and Fellowships. The term of the officer shall be two (2) years. Upon expiration of such term, an Officer may be re-elected to the same or another office, except for the President, who shall not be re-elected for the same office for a consecutive term more than once.

Section 2. The Elected Officers shall be elected by a vote of the majority of members in present or represented by proxy at an official reunion meeting of the Association.

Section 3. Vacancies among the Elected Officers shall be filled by a vote of the majority of the remaining Directors for the unexpired term.

Section 4. In addition to the elected Officers, the Association shall have four (4) appointed officers consisting of Regional Representatives for each of Lebanon, Europe, North America, and Latin America. These will be appointed by official resolution of the Board of Directors have a three-year term. In addition to the Regional Representatives, the Association shall have Appointed Officers consisting of past Presidents and Lifetime Honorary Presidents. Appointed Officers shall be appointed by an official resolution of the Board of Directors, and are appointed for life.

ARTIVLE VII – DUTIES OF OFFICERS

Section 1. President. The President is to coordinate the overall activities of the Association and ensure the fulfillment of the Association’s mission. The President shall preside at all meetings of the Association and see that rules are property enforced in all deliberations of the Association. The President may assist any of the Officers as may be necessary.

Section 2. Vice President. The Vice President shall perform such duties as may be determined by the Board of Directors. The Vice President shall be vested with all powers of and perform all duties of the President, in the President’s absence or inability to act, but only as long as such absence or inability continues. The Vice President shall also assist with fund raising, public relations and marketing efforts of the Association.

Section 3. Secretary. It shall be the duty of the Secretary to keep a true record of the proceedings of the reunions/meeting of the Association, to keep a register of the Association’s Members with the date of admission and the place of residence and to coordinate all Association mailings, announcements and other information.

Section 4. Treasurer. It shall be the duty of the Treasurer to maintain a bank account in the name of the Association for the purposes of holding collected dues and assessments for special projects. The Treasurer is authorized to disburse funds from this account in order to cover the cost of the Association’s operations, including, mailings to Members and the expenses of the Association’s official meetings. The Treasurer is authorized to collect annual dues from all Members.

Section 5. Newsletter Editor. It shall be the duty of the Newsletter Editor to gather and edit information from the Officers and members for dissemination to the Association's members.

Section 6. Director of Education and Fellowships. For the review of applications for WALN fellowship, treasury permitting. Director of Fellowships will be assisted in his task by the other officers.

Section 7. Representation of the WALN to the WFNS. Representation of the WALN to the WFNS is of paramount importance, and will consist of the President and Secretary or their designees. Alternates to the President and Secretary to WFNS activities will be designated in advance of said activities. The designation of President and Secretary as WFNS delegates will end with their termination of office.

Section 8. Regional Representatives. It shall be the duty of the Regional Representatives to maintain and update a roster of the Members and Eligible Members in their region and act as a liaison for the dissemination of information to and from these Members. The Regional Representatives shall act in close coordination with the Secretary and other Officers. The Regional Representatives shall be responsible for the preparation of material for the WALN Newsletter from and about their region.

ARTICLE VIII – OFFICIAL REUNIONS

Section 1. An official reunion/meeting of the Association's member shall be held at such time and at such place as determined by the Association's Board of Directors.

Section 2. Notice of an official reunion/meeting shall be provided to the Association's members by publication in the WALN Newsletter and/or by a general mailing to the Association's members.

Section 3. Once an official reunion/meeting has been scheduled, any member of the Association shall have an opportunity to advance a suggestion, nomination, proposal or agenda item for the reunion/meeting.

Section 4. Official resolutions of the Association shall be adopted at any reunion/meeting by (a) a majority of the Board of Directors and (b) a majority of the members present in person or by proxy. Special projects and other activities of the Association requiring any expenditure by the Association shall be adopted via official resolution.

ARTICLE IX – THE NOMINATING AND ADVISORY COMMITTEE

Section 1. Purpose. The purpose from the nominating and advisory committee is to identify and select potential candidates for Board and Committees membership, including the office of President. It will serve also as a consultative Body for the Board in major issues related to the Mission and Purpose of WALN.

Section 2. Composition. The Board is comprised of all Past President and all Honorary President, as well as by members appointed by the President for a three years term. The number of the President appointed members should not exceed a third of the number of the Committee members. The President shall attend and chair the Committee meetings except circumstances where his presence would hinder full and open discussions. In the latter cases, the Committee would elect a Chair for that particular meeting.

Section 3. Meetings. The meetings are called by the President, the Board of Directors or a third of the committee members. The committee members can meet in person, over the phone, or electronically. There shall be at least one meeting during each Board term, preferably within six months prior to the Elections of the following Board.

ARTICLE X – CONFLICTS OF INTEREST POLICY

Section 1. Purpose. The purpose of the conflicts of interest policy set forth below is to protect the Association’s interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an Officer or Director of the Association. This policy is intended to supplement but not replace any applicable laws governing conflicts of interest applicable to nonprofit and charitable corporations.

Section 2. Definitions.

A. Interested Person. Any Director or Officer who has a direct or indirect Financial Interest, as defined below, is an Interested Person.

B. Financial Interest. A person has a Financial Interest if the person has, directly or indirectly, through business, investment or family.

1. An ownership or investment interest in any entity with which the Association has a transaction or arrangement; or

2. A compensation arrangement with the Association or with any entity or individual with which the Association has a transaction or arrangement; or

3. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Association is negotiating a transaction or arrangement.

Section 3. Procedures.

A. Duty to Disclose. In connection with any actual or possible conflicts of interest, an Interested Person must disclose the existence and nature of such individual’s Financial Interest to the Board of Directors considering the proposed transaction or arrangement.

B. Determining Whether a Conflict of Interest Exists. After disclosure of the Financial Interest, the Interested Person shall leave the board meeting while the Financial Interest is discussed and voted upon. The remaining board members shall decide if a conflict of interest exists.

C. Procedures for Addressing the Conflict of Interest.

1. The Chairman of the Board of Directors shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

2. After exercising due diligence, the Board of Directors shall determine whether the Association can obtain a more advantageous transaction or arrangement with reasonable efforts from a person or entity that would not give rise to a conflict of interest.

3. If a more advantageous transaction or arrangement is not reasonably attainable under circumstances that would not give rise to a conflict of interest, the Board of Directors shall determine by a majority vote of the disinterested Directors whether the transaction or arrangement is in the Association's best interest and for its own benefit and whether the transaction is fair and reasonable to the Association and shall make its decision as to whether to enter into the transaction or arrangement in conformity with such determination.

D. Violations of the Conflicts of Interests Policy.

1. If the Board of Directors has reasonable cause to believe that an individual has failed to disclose actual or possible conflicts of interests, it shall inform the individual of the basis for such belief and afford the individual an opportunity to explain the alleged failure to disclose.

2. If, after hearing the response of the individual and making such further investigation as may be warranted in the circumstances, the Board of Directors determines that the individual has in fact to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action consisting of removal of the officer, Director or committee member from such individual's position.

Section 4. Records of Procedures. The minutes of the Board of Directors shall contain:

A. The names of the persons who disclosed or otherwise were found to have a Financial Interest in connection with an actual or possible conflict of interest, the nature of the Financial Interest, any action taken to determine whether a conflict of interest was present, and the Board's decision as to whether a conflict of interest in fact existed.

B. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection therewith.

Section 5. Annual Statements. Each Director and Officer shall annually sign a statement which affirms that such person:

A. Has received a copy of the conflicts of interest policy;

B. Has read and understand the policy;

C. Has agreed to comply with the policy; and

D. Understand that the Association is a charitable organization and that in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Section 6. Periodic Reviews. To ensure that the Association operates in a manner consistent with its charitable purposes and that it does not engage in activities that could jeopardize its status as an organization exempt from federal income tax, periodic reviews shall be conducted. The periodic reviewed shall, at a minimum, include the following subject:

A. Whether compensation arrangements and benefits are reasonable and are the results of arm's-length bargaining.

B. Whether any activities result in inurement of impermissible private benefits.

Section 7. Use of Outside Experts. In conducting the periodic reviews provided for in Section 6, the Association may, but need not, use outside advisors. If outside experts are used their use shall not relieve the board of its responsibility for ensuring that periodic reviews are conducted.

ARTICLES XI – MISCELLANEOUS

Section 1. Identification. The Association shall have such a seal, trademarks or logos of such design(s) as the Board of Directors may adopt.

Section 2. Limitations on Liabilities. Nothing in these By-Laws shall constitute the Officers or Directors of the Association as partners for any purpose. No Director, officer, agent or employee of the Association shall be liable for the acts or failure to act on the part of any other Director, officer, agent or employee of the Association, nor shall any Director, officer, agent or employee be liable for acts or failure to act under these By-Laws, expecting only acts or omissions to act arising out of willful malfeasance.

Section 3. Indemnification. To the extent required in Section 108.75 of the Illinois Not For Profit Corporation ACT of 1986, as amended, the Association shall indemnify and hold harmless each person who is now or shall thereafter serve the Association as a Director or Officer, from and against any and all claims and liabilities, whether the same are sealed or proceed to judgment, to which such person shall have become subject by reason of having

heretofore or hereafter been such Director or Officer of by reason of any action alleged to have been heretofore or hereafter taken or omitted by such Director or Officer and shall reimburse each such person for all legal and other expenses (including the costs of settlement) reasonably incurred by the individual in connection with any such claim, liability, suit, action or proceeding, provided, however, that no such person shall be indemnified against, or be reimbursed for, any claims, liabilities, costs of expenses incurred in connection with any claim or liability, or threat or prospect thereof, based upon or arising out of their own willful misconduct. The right to indemnity and reimbursement hereunder and the reasonableness of such costs and expenses may be made, and shall be decided by the Board of Directors of the Association acting at a meeting at which a quorum is unaffected by self-interest (notwithstanding that other members of the quorum present but not voting may be so affected). The rights accruing to any person under the provisions of this paragraph shall not exclude any other right to which the individual may be lawfully entitled, nor shall anything herein contained restrict the right of the Association to indemnify or reimburse any such person in any case even though not specifically provided for herein. The Association shall be entitled to purchase insurance for such indemnification.

Section 4. Waiver of Notice. Whenever any notice whatsoever is required to be given, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Section 5. Registered Office and Agent. The Association shall have and continuously maintain in the State of Illinois a registered office and a registered agent whose office shall be identical with such registered office, and may have such other offices within or without the State of Illinois and such other registered agents as the Board of Directors may determine from time to time.

Section 6. Books and Records. The Secretary of the Association shall keep correct and complete books and records of accounts and shall also keep minutes of the proceedings of all meetings of the Board of Directors and committees.

Section 7. Definition of Majority. Except as otherwise specified herein, the term “majority” shall refer to fifty-one (51%) percent.

ARTICLE XII – AMENDMENTS

These By-Laws may be made, amended or repealed by an affirmative vote of two-thirds (2/3rds) of the Directors at any duly called meeting of the Board of Directors.

ARTICLE XII – PUBLICATIONS

Through the Newsletter Editor, the Association shall publish the WALN Newsletter.

ARTICLE XIV – THE FISCAL YEAR OF THE ASSOCIATION

The fiscal year of the Association shall be such period as agreed and voted upon by the Association's Board of Directors.

ARTICLE XV – QUORUM

The voting membership present at any meeting shall constitute a quorum for business.