



## BYLAWS - INTERNATIONAL SOCIETY FOR SPINAL CSF LEAK (ISSCL)

1. Name
  - 1.1. The name of this organization shall be the International Society for Spinal CSF Leak (hereafter referred to as “ISSCL” or “the Society”). CSF is the abbreviation for cerebrospinal fluid.
2. Offices
  - 2.1 The principal office of the International Society for Spinal CSF Leak shall be located at its registered place of business, or such other place as the Board of Directors may designate.
3. Purposes
  - 3.1. Mission Statement: To improve medical care for people with spinal CSF leak through education, coordination and dissemination of medical research, promotion of best medical practices, and by supporting/conducting educational and scientific meetings.
  - 3.2. Specific Purposes
    - 3.2.1. To advance knowledge in the field of spinal CSF leak and related areas
    - 3.2.2. To stimulate interest among healthcare providers in the field of spinal CSF leak
    - 3.2.3. To promote and disseminate research in the field of spinal CSF leak
    - 3.2.4. To improve methods of teaching health professionals about the field of spinal CSF leak
    - 3.2.5. To provide meetings for the presentation of research, improvement of care, and the dissemination of knowledge regarding the field of spinal CSF leak
4. Membership
  - 4.1. Membership is open to any qualified individual, as specified below in 4.4, who has interest in the field of spinal CSF leak. Membership shall be in the following categories: Founding Member, Senior Member, Member, and Member-in-Training.
  - 4.2. Membership term is one year, unless otherwise specified by the Board
  - 4.3. Membership dues shall be proposed by the Membership Committee and adopted by the Board.
  - 4.4. Membership Categories
    - 4.4.1. Senior Member – Requirements for becoming a Senior Member are as follows: written recommendation from one current senior member; an attestation that they have been directly caring for patients with CSF leaks for at least two years; one first or senior author publication or two co-authored publications on the topic of SIH or CSF leak (listed in PubMed); and written attestation of their understanding of the requirement to engage in collaborative, professional, and civil behavior with other members of the society as a condition of ongoing membership.

- 4.4.2. Member – A Member must be either a (1) MD, DO, an equivalent medical degree in their home country, or be a (2) Nurse Practitioner, Physician Assistant, or equivalent in their home country. In the event that the Membership Committee identifies an individual of merit who has directly contributed to the field of spinal CSF leak research or care such as a PhD researcher, they may nominate such an individual for Membership or in the case of extraordinary merit, for Senior Membership to the Board. Approval by the Board requires an affirmative vote of over fifty percent.
- 4.4.3. Member-in-Training – A Member-in-Training is currently enrolled in a training program that will lead to one of the degrees required to be a Member, or be a resident or fellow in a medical training program
- 4.4.4. Founding Member – A Founding Member is an honorary designation for a health care professional who is invited to become a Senior Member at the time of establishment of the Society. Founding Members shall be considered, and will have all privileges and responsibilities of a Senior Member, unless specified otherwise.

## 5. Privileges

- 5.1. Senior Members shall be entitled to vote, to hold elected and appointed office, and to serve on all Committees. They may attend and participate in the Scientific Meetings and other functions of the Society and will be permitted to attend society business meetings.
- 5.2. Members and Members-in-Training may attend and participate in the Scientific Meetings and other functions of the Society but shall not be entitled to vote, nor to hold office on the Executive Committee.

## 6. Application

- 6.1. Application for membership received by the Society shall be reviewed by the Membership Committee or their designee(s) to determine eligibility. Applications will consist of such materials designated by the Membership committee as necessary to assess the qualifications of the applicant.
- 6.2. Upon confirmation of eligibility and receipt of membership dues, applicants will be accepted as Members.
- 6.3. Application for Senior Member status shall meet the requirements as listed in 4.4.1. The Membership Committee shall provide written notice of receipt of such application to all Senior Members of the Society at least thirty (30) days prior to consideration of the application and provide opportunity for Senior Members to submit written objections to any application.

## 7. Board of Directors

### 7.1. Initial Directors

- 7.1.1 At inception, Peter G. Kranz and Wouter I. Schievink shall serve as Co-Presidents and members of the Executive Committee for the first 4 years. Ad-Hoc

Officers may be appointed by the Co-Presidents in order to carry out such activities as may be needed for the operation of the Society, with terms of service to be decided jointly by the Co-Presidents.

## 7.2. Successor Directors

7.2.1. At the conclusion of the 4<sup>th</sup> year of operation of the Society, provisions to hold elections by eligible members shall be made to fill the positions of Officers of the Society. Duly elected Officers will assume their offices at the start of the fifth year of operation of the Society.

7.2.2. Starting in the fifth year, the Board of Directors of this Society shall be: President, President-Elect, Treasurer, Secretary, Immediate Past-President, Founding Co-Presidents (2), and Members-at-Large.

7.2.2.1. Five (5) Members-at-Large shall be appointed by the Board to represent the following international areas: North America, South America, Europe, Middle East/Africa, and East Asia/Pacific. Appointed Members-at-Large should reside and/or practice within these areas. In the event that the President determines that there is no suitable candidate for one of the Member-at-Large positions, that position shall be vacant. Vacancies can be filled when the Board determines that a suitable member candidate is available.

7.2.3. The Executive Committee shall include the President, President-Elect, Secretary, and Treasurer, the Immediate Past-President, and the Founding Co-Presidents.

## 7.3. Election of Officers and Members-at-Large

### 7.3.1. Board of Directors Responsibilities and Authorities

7.3.1.1. The responsibilities of the Board of the Directors include but are not limited to, the following: (a) to set and abide by the policies of the Society through adherence to both the Bylaws and the Policies and Procedures; (b) to guide and evaluate professional staff members and other appointees of the Board as they implement the policies; (c) to review and approve or disapprove reports and recommendations submitted by Officers, Committees, Task Forces and Appointees of the Board and to take proper steps to implement approved recommendations; (d) to plan and develop the future course of the Society including the time, locations and nature of the annual business meeting, other business meetings, and conferences; (e) to assess membership dues; (f) to conduct hearing and other inquiries as required by due process in responding to grievances of members; (g) to hire consultants, accounting and legal counsel as necessary; (h) to conduct the affairs of the Society between annual meetings; (i) to select, retain and contract administrative support and executive leadership; and any other duties that may arise in the administration of the Society.

### 7.3.2. Director Roles and Duties

- 7.3.2.1. Each member filling the following Officer positions or roles shall be a voting member of the Board of Directors and will serve in accordance with the responsibilities and authorities outlined in article 7.3.

### 7.3.3. President

- 7.3.3.1. The President shall be the chief executive officer of the Society, and, subject to the direction of the Board, shall supervise and control all of the assets, business and affairs of the Society. The President shall preside over meetings of the Board and may attend or serve on Committees as a non-voting member. The President will mentor the President-Elect for the role of President. In general, the President shall perform all duties incident to the office of President and such other duties as are assigned by the Board from time to time.

### 7.3.4. President-Elect

- 7.3.4.1. The President-Elect will serve as the President should the President be unavailable or unable to do so. The President-Elect will perform other duties as requested by the President or the Board. The President-Elect may serve on Committees as a voting member.

### 7.3.5. Secretary

- 7.3.5.1. The Secretary shall: (a) keep the minutes of meetings of the Board and any minutes which may be maintained by committees of the Board; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be custodian of the corporate records of the Society; (d) maintain Policies and Procedures documentation, including but not limited to the Conflict of Interest Policy; (e) keep records of the post office address and telephone contact(s) of each Director and Officer; (f) update the membership record annually; (g) maintain records of Board members and committee members with dates of service; and (h) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or the Board.

### 7.3.6. Treasurer

- 7.3.6.1. The Treasurer shall: (a) be responsible for the management of the finances of the Society and sign checks for the Society; (b) assume responsibility for financial statements and audits of the corporation; (c) present the Treasurer's Report at the annual business meeting and interim business meetings of the Board of Directors; (d) ensure proper and timely preparation of tax documents; and (e) perform other duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the President or the Board.

### 7.3.7. Immediate Past-President

- 7.3.7.1. The Immediate Past President may assist with the mentorship of the President-Elect, and shall perform such other duties as are assigned by the Board from time to time
- 7.3.8. Member-at-Large
- 7.3.8.1. Each Member-at-Large shall serve in accordance with the responsibilities and authorities outlined in article 7.3, represent the perspectives and interests of the global region they represent at meetings of the Board, and perform such other duties as from time to time may be assigned by the President or the Board.
- 7.3.9. Conflict of Interest
- 7.3.9.1. Directors and Officers shall disclose to the Board any financial interest as defined by the Conflicts of Interest Policy which the Director or Officer directly or indirectly has in any person or entity which is a party to a transaction under consideration by the Board. The interested Director or Officer shall abstain from voting on the transaction. The procedure for addressing the potential conflict is set forth in the separate document entitled Conflict of Interest Policy.
- 7.3.10. Term of Office
- 7.3.10.1. Unless a Director dies, resigns or is removed, he or she shall hold office for a two-year term. No elected Officer may serve more than two consecutive terms for the same office.
- 7.3.11. Board Compensation
- 7.3.11.1. The Directors shall receive no compensation for their service as Officers but may receive reimbursement for reasonable expenditures incurred on behalf of the Society. However, with Board approval, exception may be made to compensate a Board member to serve in any other capacity. Directors who receive any compensation for services in any capacity, directly or indirectly, from the corporation may not vote on matters pertaining to that Director's compensation.
- 7.3.12. Resignation
- 7.3.12.1. Any Director may resign at any time by delivering written notice to the President or the Secretary at the registered office of the Society, or by giving oral or written notice at any meeting of the Directors. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.
- 7.3.13. Removal

7.3.13.1. The removal of a Director shall follow the procedure for removal of a Member, outlined in **article 8**. The Executive Committee may also recommend the removal of a Director, for reasonable cause such as neglect of duties, for improper conduct such as fraudulent or dishonest acts, for gross abuse of authority or discretion with reference to the Society, or for other proper cause, which recommendation shall be ratified by the Board in accordance with these bylaws.

#### 7.3.14. Vacancies

Vacancies on the Board may be filled by a majority vote of the Board at a Board meeting at which a quorum is present. A Board member elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

### 8. Removal of Members

8.1. In the event of actions warranting possible removal of a Member, Senior Member, or Member-in-Training, a complaint can be submitted in writing to the Membership Committee signed by a current Senior Member, Member, or Member-in-Training. The Membership Committee will review the complaint and provide the accused member a chance to respond in writing to the complaint within 30 days. After 30 days, the Membership Committee will review the complaint along with any provided response and vote as to whether the complaint should be dismissed, whether the Member should be removed from the Society, or (if applicable) should lose Senior Membership status with the option to continue as a regular Member. The Membership Committee will then pass their recommendation to the Board, who will vote on the matter, with an affirmative vote of >50% required to enforce the ruling. Once voted upon by the Board, there is no process for appeal. If the complaint is directed at a member of the Membership Committee or the Board, that person shall be recused from all discussions and voting.

### 9. Standing and Temporary Committees

#### 9.1. Appointment of Committee Members and Term of Service

9.1.1. The Chair of each Standing Committee shall be responsible for the appointment of Committee Members. Committee Member term of service shall be two years, with no more than three consecutive terms.

#### 9.2. Membership Committee

9.2.1. The Membership Committee will have at least three Members with multidisciplinary and international representation. The responsibilities include periodic review of requirements for Membership categories; review of applications in accordance with **Article 6**; assistance with the recruitment of members; and the collection of membership dues. Updates to the schedule of dues will be presented to the Board of Directors for review and adoption.

### 9.3. Nominating Committee

9.3.1. The Nominating Committee will have five Senior Members with multidisciplinary and international representation. Responsibilities include (a) issuing a call for nominations for upcoming elected positions at least 90 days in advance of annual elections; (b) evaluation of nominees taking into account suitability for office and history of past service to the Society; (c) selection of 2 nominees for each position on the ballot; (d) submission of the electoral slate to the Board of Directors for approval.

### 9.4. Meeting Committee

9.4.1. The Meeting Committee will have at least three Members with multidisciplinary and international representation. “Meetings” shall refer here to educational and scientific conferences. Responsibilities include assistance with the promotion of meetings that are supported by the Society; assistance with coordination to minimize conflicting meeting dates; and when feasible, organization our own annual meeting, including selection of meeting venue and program.

### 9.5. Research and Education Committee

9.5.1. The Research and Education Committee will have at least 3 Members with multidisciplinary and international representation. Responsibilities include the issuance of periodic updates to members about new important literature in the CSF leak field; creation and dissemination of educational material to guide health care professionals caring for people with CSF leaks, development and promotion of research priorities in the field, and, with oversight by the Board, oversee the development of guidelines, position statements, and clinical standards to advance the field.

### 9.6. Philanthropy Committee

9.6.1. The Philanthropy Committee shall have at least 2 Senior Members with multidisciplinary and international representation. Responsibilities include fundraising via the solicitation of charitable and corporate contributions in support of the missions of the Society.

### 9.7. Website and Social Media Committee

9.7.1. The Website and Social Media Committee shall have at least 2 Members with multidisciplinary and international representation. Responsibilities include the ongoing development of the website (ISSCL.org,) and content creation for social media.

### 9.8. Rules Committee

9.8.1. The Rules Committee shall have a minimum of three Senior Members with multidisciplinary representation. Responsibilities include the development, enforcement, and periodic review of Policies and Procedures.

9.9. Temporary Committee

9.9.1. The Board may form a temporary committee or task force at the discretion of the President. Temporary committees that function for more than two years shall be considered for status as a Standing Committee.

10. Business Meetings

10.1. Annual Business Meeting –

10.1.1. The Annual Meeting of the Board shall be held on a date chosen by the President or the Board for the purposes of electing Directors and Officers and transacting such business as may properly come before the meeting.

10.1.2. When possible, the Annual Meeting of the Board shall coincide with a sponsored Scientific meeting of the Society. If no such meeting is planned during a year, the meeting shall be planned for the month of October.

10.1.3. If the Annual Meeting is not held on the date designated therefor, the Board shall cause the meeting to be held as soon thereafter as may be convenient.

10.2. Regular Business Meetings

10.2.1. By resolution, the Board may specify the date, time and place for holding Regular Business Meetings other than the Annual Business Meeting, as deemed necessary.

10.3. Provisions shall be made for virtual attendance at Business Meetings.

10.4. Procedure at meetings – The President shall chair the Annual and Regular Business Meetings unless a delegate is assigned. Roberts Rules of Order, current edition, shall govern the Annual and Regular Business Meetings.

10.5. Quorum - A majority of the number of Directors shall constitute a quorum for the transaction of business at any Business Meeting.

10.6. Proxy - A Board member who is unable to attend a meeting of the Board or a Board Committee may vote by written proxy given to any other voting member of the Board or Committee or designated staff member who is in attendance at the meeting in question. However, a vote by proxy will not be counted toward the number of Board members needed to be present to constitute a quorum for the transaction of business. No proxy shall be valid after three months from the date of issuance.

10.7. Board Member Attendance – Given the provision for virtual attendance at Business Meetings, absence from two consecutive Business Meetings of the Board



will generate review of the level of commitment of the Board Member to the Society by the President.

## 11. Administrative and Financial Provisions

### 11.1. Fiscal year

11.1.1. The fiscal year is July 1 to June 30. The Board has the power by resolution to change the fiscal year.

### 11.2. Loans

11.2.1. No loans shall be contracted on behalf of the Society and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board. Such authority may be general or confined to specific instances.

#### 11.2.2. Loans or Extensions of Credit to Officers and Directors

11.2.2.1. No loans or credit shall be extended by the Society to its Officers or Directors.

### 11.3. Checks, Drafts, Etc.

11.3.1. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Society shall be signed by the Treasurer or the President, or by such Officer or Officers, or agent or agents, of the Society and in such manner as is from time to time determined by resolution of the Board.

### 11.4. Deposits

11.4.1. All funds of the Society not otherwise employed shall be deposited from time to time to the credit of the Society in such banks, trust companies or other depositories as the Board may select.

### 11.5. Books and Records

11.5.1. The Society shall keep at its principal or registered office physical copies of its current Articles of Incorporation and Bylaws; and other records which may be in digital format, including correct and adequate records of accounts and finances, minutes of the proceedings of its Boards and any minutes which may be maintained by Committees of the Board; records of the names and post office addresses of its current Officers and Directors, and such other records as may be necessary or advisable.

### 11.6. Liability Insurance

11.6.1. The Board of Directors will maintain Professional Liability Insurance so that no Director or Officer of the Society shall be personally liable for debts, liabilities, or obligations of the Society.

## 12. Amendments to the Bylaws

- 12.1. Within the first 4 years of operation of the Society, amendments to the Bylaws shall be made upon unanimous agreement of the Co-Presidents.
- 12.2. After the initial 4 years, when elected Officers replace the Co-Presidents, amendments to the Bylaws shall be made using the following process: proposed amendments to the Bylaws must be sponsored by at least two Senior Members of the Society, and will be submitted to the Rules Committee and the Executive Committee for discussion. After discussion by the Executive Committee, the proposed changes will be subject to a vote by the Board of Directors. Approval of 75% or greater of the Board of Directors will be required to move the proposal to a vote by all Senior Members of the Society, who shall be notified in writing by the Secretary at least thirty (30) days in advance of voting. Ratification shall require approval of two-thirds of members.

### 13. Dissolution

- 13.1. In the event of the dissolution of the Society (as a corporation), the actions to execute said dissolution shall proceed in accordance with the articles of incorporation.