

**Bylaws of the
Western Society of Electroneurodiagnostic Technologists, Inc**
Revised Amended March 16, 2012

Article 1 : Name

The name of this non-profit corporation shall be the Western Society of Electroneurodiagnostic Technologists, Inc. hereinafter referred to as the Society or WSET.

Article 2: Objectives and Purposes

The objectives and purposes of the Society are:

1. To promote and provide education in electroneurodiagnostic technology;
2. To encourage and assist in the advancement of science and technical standards of electroneurodiagnostics;
3. To protect and preserve both the patient and public trust in the electroneurodiagnostic technologist;
4. To promote increased awareness of electroneurodiagnostics;
5. To function as a professional association with member services that provide for professional and personal development; and
6. To develop and maintain the essentials to perpetuate the Society and its objectives.

Article 3: Non-Profit, Non-Sectarian and Non-Political Statement

No outside commercial interest and no political party nor candidate for public office shall be endorsed or supported, directly or indirectly, by this Society, nor shall this Society's name nor the name of any officer in his or her official capacity in this Society be made available for the benefit or detriment of any outside commercial interest, political party, or candidate for public office.

Article 4: Principal Office and Registered Agent

Section 1

The principal office for the transaction of business of the Society shall be located at such place as the Board of Trustees designate.

Section 2

The Society may have such other offices as the Board of Trustees may direct.

Article 5: Members

Section 1 Classes of Memberships

The memberships of this Society shall be divided into classes as follows:

- a. Active
- b. Honorary
- c. Student

Section 2: Qualifications, Rights and Privileges of Membership

An individual or entity may hold only one class of membership at a time. The rights and privileges of all members shall be as herein stated and further defined by the Board of Trustees.

- a. **Active:** Any person whose primary employment or training is in clinical practice, research, education or management in electroneurodiagnostics may become an active member. Any person holding Active membership in good standing shall be entitled to all membership privileges including the right to vote, to hold office and committee appointment and receive the official publications of the Society.
- b. **Honorary:** Any person engaged in special service to the field of electroneurodiagnostics and/or WSET shall be eligible for honorary membership, upon unanimous approval by the Board of Trustees. Honorary members shall not be entitled to vote, to hold office or committee appointments, but they shall receive the official publications of the society.
- c. **Student:** Any person enrolled in a formal training program for electroneurodiagnostics not including on-the-job training may become a student member. Such persons may qualify for student memberships for the length of their educational program. Student members shall receive official publications of the Society, may serve on committees, and shall be eligible to vote, but shall not be eligible to serve as a trustee or officer.

Section 3 Disciplinary Actions

The Board of Trustees shall consider disciplinary action for any professional misconduct on the part of any member of the society when allegations of serious misconduct are brought to the attention of the Board of Trustees by a formal complaint process. Disciplinary proceedings may be held and may result in dismissal of the charges, probation, suspension, or expulsion from membership in the Society. Indication for disciplinary action includes but is not limited to the following:

- a. Failure to comply with or violation of the Society's Statement of Professional Ethics.
- b. Dishonorable professional conduct.
- c. The use of false or deliberately misleading advertisements, testimonials or other misinformation related to electroneurodiagnostic technology.
- d. Conduct deemed inimical to or inconsistent with the best interests of the Society.
- e. Flagrant violation of any provisions of the bylaws or failure to materially satisfy membership requirements.

The Board of Trustees shall develop and periodically review the ethics complaints and discipline procedure policy. 3

Section 3 Disciplinary Actions

In order to fulfill its public obligations and in order to protect the integrity of the organization, WSET members are held to a minimum standard of ethical and professional conduct. WSET believes that membership carries an obligation for ethical behavior and

professionalism in all conduct. The exhibition of unethical behavior or a lack of professionalism by a member or Board Member of WSET may result in the suspension or revocation of membership. All such determinations shall be at the sole and exclusive discretion of WSET..

Scope of Disciplinary Policy

Unethical and unprofessional behavior is denoted by any dishonest behavior, including, but not limited to: cheating; lying; falsifying information; misrepresenting one's educational background, misrepresenting one's certification status and/or misrepresenting one's professional experience; and failure to report misconduct.

WSET may impose sanctions upon persons who engage in unethical conduct and unprofessional behavior. These sanctions may include revocation of membership, exclusion from participating in WSET meetings as a speaker or course director and exclusion from participating in WSET meetings as a participant. WSET may refer matters to appropriate authorities, including state medical boards & certifying agencies ; and other actions that WSET believes to be warranted in order to protect third parties, the public, or WSET.

In the case of a sanction to revoke or suspend membership, the directors of WSET may consider and approve sanction for just and sufficient reason, including, but not limited to, any of the following:

Reasons for Sanction

- Any dishonesty or misconduct in connection with applying for WSET membership.
- False or misleading representation or reporting with respect to ABNM examination status and/or examination scores.
- The member engaged in conduct resulting in a revocation, suspension, qualification or other limitation of his or her license, or appointment to practice, or his or her Certification by any other Board, or failed to inform the WSET of any such imposed sanction.
- The member engaged in conduct that violated the moral or ethical standards of medical practice accepted by organized medicine in the locality where the member is practicing, resulting in a revocation, suspension, qualification or other limitation of his or her license to practice medicine, or the expulsion, suspension, disqualification or other limitation from membership in a local, regional, national or other organization of his or her professional peers.

- The member engaged in conduct resulting in the expulsion, suspension, disqualification or other limitation from membership in a local, regional, national or other organization of his or her professional peers.
- The member engaged in conduct resulting in revocation, suspension or other limitation on his or her privileges to practice in a health care institution.
- The member failed to respond, or respond timely, as required, to inquiries from WSET regarding his or her credentials, or to participate in investigations conducted by the board.
- The Member failed to provide an acceptable level of care or demonstrate sufficient competence and technical proficiency in the treatment of patients.
- The Member failed to maintain ethical, professional and moral standards acceptable to WSET..

Procedures

Any person may register a complaint against a Member (hereinafter referred to as the "Affected Individual"). The complaint must be in writing and signed and/or arise through routine discovery of the Board. If WSET receives complaints or other information indicating that an Affected Individual may have violated these guidelines, the matter shall be referred to the WSET Ethics Committee. The Ethics Committee shall obtain available information and determine whether the matter warrants further review. If the Ethics Committee decides that further review is warranted, it shall make a recommendation to the WSET President who will then bring the matter before the full Board. The WSET Board may request the Affected Individual to authorize release of relevant information from appropriate persons and agencies. Failure to authorize such release, or to respond timely, as required, to a request for a release, may be considered as one factor in determining the appropriateness of sanctions.

The WSET Board shall consider all available information and after reviewing such information, the Board shall vote to approve an appropriate sanction, if any. If the Board decides to sanction the Affected Individual, the Board at its sole and exclusive discretion shall decide the appropriate sanction to impose from the range of sanctions available to it as set forth above. . Any WSET Board member or member of the Ethic Committee shall withdraw from participation in any matter in which his or her objectivity reasonably might be questioned because of a substantial personal, professional, or other relationship with the Affected Individual or any material witness. If an Affected Individual withdraws from WSET, or voluntarily relinquishes Membership, during the pendency of charges under these guidelines, WSET may at its discretion, terminate the matter or continue it and render a decision.

Notification

The Affected Individual will be given written notice of the reasons for his or her sanction, the right to appeal the Board's decision and a summary of the appeal procedures, by express letter courier, or, certified mail, to the last address that the Affected Individual has provided to WSET. Subject to the rights to appeal the disciplinary action, sanction is final upon the mailing of the notification.

Upon revocation or suspension of membership, unless the Member exercises his or her right to appeal, timely, as set forth below, the Member shall:

1. immediately cease and desist from representing himself or herself as a Member of WSET;
2. return the WSET certificate of membership.
3. have his or her name removed from the list of members; and
4. have his or her membership status listed as either Suspended or Revoked, as the case may be.

If a Member exercises his or her right to appeal, timely, as set forth below, the Member shall not be required to take any of the foregoing actions, and shall not have his or her name removed from the list of Members until the results of his or her appeal.

Section 3.a. Appeal Process for Adverse Decisions (Ethics Related)

Right of Appeal

Individuals sanctioned by WSET may appeal the adverse decision by submitting a request for reconsideration, in writing and by registered mail or courier, to WSET, or to the individual representing the interests of WSET, within 10 business days from the date of the notification from WSET of the sanction in question.

Appeal Process

The request for reconsideration of an adverse decision against a Member will result in a hearing between the Executive Committee of WSET and the Affected Individual. The appeal hearing must occur within one calendar month from the date of the receipt by the WSET Board of Directors or by the individual representing the interests of WSET of the Affected Individual's notice of request for reconsideration, and on a date that is agreed upon by both WSET and the Affected Individual. The location of the meeting will be decided by WSET. The hearing will convene with both the WSET Executive Committee and the affected individual present and may not be rescheduled. Legal counsel or other

representatives of the Affected Individual are not permitted to attend or participate. Failure of the affected individual to attend the scheduled hearing will result in dismissal of the appeal.

At the hearing, the Affected Individual will have the opportunity to present new material, previously undiscovered material and/or all and any material deemed pertinent to the appeal to WSET. WSET. Discussion will permit both WSET and Affected Individual to establish any revision to or new facts pertinent to the request for reconsideration. No decisions will be made at the hearing. Following the hearing, the WSET President will present a review of the hearing to the WSET Board who may decide to confirm or to modify the original sanction against the Affected Individual. All such determinations shall be at the sole and exclusive discretion of WSET.

Alternatively, the request in writing for reconsideration of the adverse decision may waive the right of a hearing. In this case, the Affected Individual may choose to submit all materials relevant to the appeal in writing to WSET, or, to the individual representing the interests of WSET, within 30 calendar days from the date of the notification from WSET of the sanction in question. Failure of the Affected Individual to submit any materials in writing within 30 calendar days from the date of the notification from WSET of the sanction in question will result in dismissal of the appeal.

Final Decision and Notice

The Affected Individual will be notified in writing of the final decision by the Board of Directors within 10 business days from the date of the hearing, or, the date of receipt of a written appeal. The decision of the Board of Directors shall be final, conclusive and binding upon the Affected Individual, and shall be incontestable by the Affected Individual. The Affected Individual shall have no further appeal from the final determination of the Board of Directors.

Membership Reinstatement

Suspension

Should the circumstances that justified suspension of certification be corrected, the Board of Directors of WSET, at their sole and exclusive discretion, may, but shall not be required to, approve reinstatement of Membership after appropriate review of the individual's eligibility using the same standards as applied to applicants for Membership and after a certain discretionary period of time that the individual's status of "Suspended" has elapsed. All such determinations shall be at the sole and exclusive discretion of WSET.

Revocation

Should the circumstances that justified revocation of Membership be corrected, the Board of Directors of WSET at their sole and exclusive discretion may, but shall not be required to, approve the application for new membership after appropriate review of the individual's eligibility using the same standards as applied to applicants for membership that are in effect at that time and after a certain discretionary period of time that the individual's status of "Revoked" has elapsed. All such determinations shall be at the sole and exclusive discretion of the WSET.

Section 4 Forfeiture

Members who fail to pay their dues within thirty (30) days from January 31, the date dues are owed, shall be notified by the Treasurer, and be dropped from the membership rolls, without further notice and without hearing, and thereupon forfeit all rights and privileges for membership; provided that the Board of Trustees may by rule prescribe procedures for extending the time for payment of dues and continuation of membership privileges upon request of a member and for good cause shown.

Section 5 Resignation

Any member may resign by submitting a resignation in writing to the secretary. No refunds of dues or assessments shall be given upon resignation.

Section 6 Reinstatement

A former member whose resignation has been accepted by the Society or whose membership has been forfeited for non-payment of dues shall be reinstated upon payment of the current year's dues and assessments.

Section 7 Property Rights

No member shall have any right or interest in any of the property or assets, including the name of the Society, the WSET logo, or any earnings or investment income of this Society, nor shall any of such property or assets be distributed to any member on the dissolution or winding up thereof. Furthermore, no part of the net earnings of this Society shall inure to the benefit of any private member or individual.

Section 8 Liability of Members and Employees

No member or employee of this Society shall be personally liable for any of its debts, liabilities, or obligations, nor shall any member be subjected to any assessment except such assessments as may be adopted in the manner set forth in Section 5 of Article 14 herein.

Section 9 Dues and Benefits

a. Membership dues and assessments and the time and manner for the payment thereof, and the method of collection of dues and assessments shall be as set forth in Article 14 hereof.

- b. Benefits of membership shall include receiving the official publications of the Society as outlined in Section 2.
- c. Other benefits may be adopted by the Board of Trustees.

Section 10 Roster

A roster of the members of the Society shall be maintained by and under the control of the secretary.

Article 6 : Meetings of Members

Section 1 Business Meetings

An annual business meeting of the Society shall be held each calendar year for the transaction of business. The exact time, date, and place shall be designated by the Board of Trustees at least three months prior to the date of the annual business meeting, with members given written notice of the time and place at least 60 (sixty) days in advance.

Section 2 Quorum

Voting members who are present at the annual business meeting or any special meeting, shall constitute a quorum for the transaction of business. Once a member is present at a meeting, that member is deemed present for quorum purposes for the remainder of the meeting.

Section 3 Voting Body

The voting body of the annual business meeting shall be limited to individual Active & Student members in good standing of the Society.

Section 4 Special Meetings

- a. Special meetings of members may be called by the president, the Board of Trustees, or a coalition of members constituting at least three percent of the voting membership.

- b. Written notice of the time and place of special meetings shall be given to the members setting forth the agenda for the meeting. The notice shall be given to the members not less than 60 days prior to the date of such special meeting, by or at the direction of the president and Board of Trustees.

Article 7: Voting

Section 1 Elections

Voting for candidates for vacancies of the officers and Board of Trustees shall be conducted the most effective way utilizing the latest technology, including but not limited to mail, e-mail and fax, with procedures as approved and directed by the Board of Trustees.

Section 2 Quorum Whenever, in the judgment of the Board of Trustees, any questions shall arise which it believes should be put to a vote of the membership, and when it deems it inexpedient to call a meeting for such a purpose, the trustees shall, unless otherwise required by these bylaws, submit such a matter to the membership in writing by mail, e-mail or fax as soon as possible for vote and decision, and the question thus presented shall be determined according to the majority of the votes received by mail within thirty (30) days after submission to the membership. Any action taken in the pursuance of a majority mail vote in each such case shall be binding upon the Society in the same manner as would be action taken at a duly called meeting.

Article 8 :Officers

Section 1 Officers

The officers of the Society shall be a medical director, president, a president-elect, a secretary and a treasurer.

Section 2 Officers as Trustees

All officers are members of the Board of Trustees and report to the president.

Section 3 Eligibility

Only Active members in good standing, with recent experience [preferably within the past five years] on the WSET board, shall be eligible to serve as officers of this Society.

Section 4 Election and Term of Office

- a. The president, president-elect, secretary & treasurer shall be elected to serve a term of three years. No person shall serve for more than two consecutive terms in one office.
- b. Terms of office shall commence with installation as the first order of business under new business at the annual business meeting.

Section 5 Vacancies

- a. In the case of death, incapacity, or resignation of the president the vacancy shall be filled by the president-elect.
- b. In the case of death, incapacity, or resignation of the president-elect the vacancy shall be filled by appointment by the president.
- c. In the case of death, incapacity, or resignation of the secretary or treasurer the vacancy shall be filled by appointment by the president.
- d. The fulfillment of a vacancy shall not constitute a term.

- e. A successor so appointed shall serve until the end of the predecessor's term, in which she/he becomes eligible for general election.

Section 6 President

- a. The president shall be the chief executive officer of the Society with responsibility for the general supervision, direction and control of the business affairs of the Society in conformity with Society policies.
- b. The president shall serve as the chair of the Board of Trustees and with the approval of the Board of Trustees shall appoint committee chairs, may appoint a parliamentarian, shall be an ex-officio member of all committees except the nominating committee, and shall submit an annual report to the general membership.
- c. The president shall be the liaison officer to physician affiliates and technologist credentialing bodies.
- d. The president shall preside at the annual business meeting of the members, the meetings of the Board of Trustees and executive committee, and shall have such powers and duties as may be prescribed by the Board of Trustees.
- e. The president shall approve all committee members.
- f. It shall be the duty of the president to require that all officers and members of the Board of Trustees take an active part in the regular business of the Society.

Section 7 President-Elect

- a. In the absence or disability of the president, the president-elect shall perform all the duties of the president, and in so acting shall assume all the power, obligations and privileges of the president.
- b. The president-elect shall have such other powers and duties as may be prescribed by the Board of Trustees.

Section 8 Secretary & Treasurer

- a. The secretary shall keep a correct and complete permanent record of the proceedings of the meetings and transactions of the Society.
- b. The secretary shall submit full and complete records of proceedings for correction and approval of the Board of Trustees and/or the general membership.
- c. The secretary/treasurer shall have such other powers and duties as may be prescribed by the officers and Board of Trustees.
- d. The treasurer shall be the chief financial officer of the Society.
- e. The treasurer shall monitor the receipts and distribution of funds of the Society and shall present financial reports to the officers and Board of Trustees and the membership for approval.
- f. The treasurer shall receive the report of the financial review or the audit that is conducted annually by a certified public accountant.

Section 7 Medical Director

- a. The medical director shall serve as primary consult to the executive committee and board of trustees.

- b. The medical director shall have such other powers and duties as may be prescribed by the Board of Trustees.

Section 9 Resignation

Any officer may resign at any time by submitting a written resignation to the Board of Trustees.

Article 9: Board of Trustees

Section 1 Number and Composition of Board of Trustees

The WSET voting Board of Trustees shall be composed of 9 trustees, including 3 trustees elected at-large and the officers including the medical director, president, president-elect, secretary, treasurer and the immediate past president. The immediate past president shall serve a term of one year following their term as president.

Section 2 Terms of the Board of Trustees

- a. Each Board of Trustees member at-large shall be elected for a three-year term. The immediate past president shall serve a one-year term commencing the year immediately following his or her presidency.
- b. Officers shall serve as trustees for the same term they serve as officers.
- c. No person shall serve for more than two consecutive terms in one office.
- d. Each trustee's term of office shall begin following installation at a duly convened board of trustees meeting held in conjunction with the annual conference.

Section 3 Powers and Duties

Between annual business meetings of the Society, the property, business and affairs of WSET shall be directed by the Board of Trustees. All corporate powers shall be exercised by or under the authority of the Board of Trustees.

The Board of Trustees shall be responsible for:

- a. Study, determination, and execution of the short-term and long-range plans of the Society for the continued growth and financial stability of the Society, development of policies and periodic assessment of the needs of the membership and response thereto, and surveillance of the affairs and funds of the Society.
- b. Establishment of standing rules.
- c. Creation and conferment of special awards.
- d. Acceptance, on behalf of WSET of grants, contributions, gifts, bequests, or other property to follow the purposes of WSET.
- e. Consideration and action on matters relating to membership complaints and grievances.
- f. Appointment of the chair of the nominating committee.

Section 4 Executive Committee

The executive committee of the Board of Trustees shall be comprised of the MEDICAL DIRECTOR, president, president-elect, secretary and treasurer of the Society.

The functions and responsibilities of the executive committee shall be:

- a. To authorize expenditures within the guidelines set by the Board of Trustees.
- b. To conduct any business of the Society which may arise between meetings of the Board of Trustees and which requires immediate action. The executive committee shall have full power and authority to exercise judgment and make decision as required to safeguard the Society, subject to review at the next meeting of the Board of Trustees
- c. To perform such other duties as delegated by the Board of Trustees.

Section 5 Quorum

The presence of a majority of trustees at the beginning of a meeting shall constitute a quorum for conduction of board business for the entire meeting. However, in the absence of a quorum, a majority of the Board of Trustees present at any regular or special meeting of the board may adjourn to meet again at a stated day and hour or on call of the president.

Section 6 Voting

Cumulative voting shall not be allowed. Each officer and trustee shall have one vote. Voting by proxy shall be allowed. The president shall only vote in case of a tie.

Section 7 Action without Meeting

Any action required or permitted to be taken between regular or special meetings of the board may occur between board meetings utilizing the latest technology, including but not limited to conference calls, e-mail and fax, with procedures as approved and directed by the Board of Trustees.

A quorum, for purposes within this section, shall consist of the presence of a majority of voting trustees participating either by way of conference calls or casting an electronic vote. The president shall only vote in case of a tie per Article 9, Section 6.

Section 8 Telephone Conference Calls

Trustees may participate in any board or committee meeting by means of a conference telephone or any similar communications equipment which allows all persons participating in the meeting to hear each other at the same time.

Section 9 Eligibility

- a. Only an Active member in good standing who has maintained membership for three out of the five years immediately preceding the election shall be eligible to serve as a trustee.
- b. A trustee must be actively engaged in the practice (clinical, research, management or education) of electroneuro-diagnostics or neurophysiology within six (6) months preceding his or her installation.

Section 10 Vacancies

- a. Vacancies in the Board of Trustees shall be filled by a vote of the majority of the remaining officers and Board of Trustees then in office, even though less than a quorum, or by the sole remaining officer and/or trustee. Nominations for filling such vacancies shall be made only for the purpose of maintaining the number of trustees as established by Article 9, Section 1 of the bylaws.
- b. A successor trustee so elected shall serve until the next election of the Society in which she/he becomes eligible for general election.

c. The fulfillment of a vacancy shall not constitute a term.

Section 11 Resignation

Any trustee may resign at any time by submitting a written resignation to the Board of Trustees.

Section 12 Meetings

- a. Regular meetings of the Board of Trustees shall be held at least once each calendar year. Written notice of the time and place of the regular meetings shall be sent by mail or other mode of transmittal to each trustee at least thirty (30) days prior to the time of holding such regular meetings.
- b. Any trustee may waive his or her right to be notified of any meeting. This waiver shall be signed and in writing. It may be signed before or after the meeting.
- c. A trustee attending any board meeting waives the right to notice of that meeting, unless the trustee attends the meeting only for the express purpose of objecting to the transaction of business at the meeting.
- d. Meetings of the Board of Trustees shall include senior staff members with major responsibility for the organization's mission and goals.

Section 13 Agenda

Any trustee who wishes to place items on the agenda of any meeting of the board shall send the items to the president and/or secretary for receipt no later than 30 days before the meeting date.

Section 14 Compensation of Trustees

Trustees as such shall not receive any compensation for their service as trustees, 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 payment of such expenses by the treasurer and president of WSET..

Section 15 Absence

Any trustee unable to attend a meeting shall, in written format addressed to the president state the reason for his or her absence. If a trustee is absent from a scheduled meeting for reasons which the board has failed to declare to be sufficient, his or her resignation shall be deemed to have been tendered and accepted.

Section 16 Dismissal of Members of the Board of Trustees

Any trustee who violates the bylaws or Standards of Professional Ethics of the Society; fails to adhere to the Society's Code of Conduct; or fails to meet the duties outlined in the Board of Trustees job description may be dismissed from the board by a two-thirds vote of the board members at a duly called board meeting with procedures outlined in the ethics complaints and discipline procedure policy.

Article 10 Indemnification of Officers, Trustees, Employees, and Other Agents

Section 1 Definitions

For the purpose of this Article, "agent" means any person who is or was a trustee, officer, employee, or other appointee of the Society or is or was serving at the request of the Society as a Trustee, officer, committee member, appointee, or employee; "proceeding"

means any threatened, pending, or completed action, whether civil, criminal, administrative, or investigative; and "expenses" includes, without limitation, attorneys' fees incurred while establishing a right to indemnification under this article.

Section 2 Indemnification

- a. The Society shall indemnify any person who was or is a party, or is threatened to be made a party to any proceeding (other than an action by or on the right of the Society) by reason of the fact that such person is or was an agent of the Society against expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with such proceeding to the maximum extent permitted by the Alabama Corporation law, including the advance of expenses.
- b. Exception is made in such cases wherein the indemnified individual is adjudged guilty of willful misfeasance or malfeasance in the performance of duties.
- c. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such indemnified individuals may be entitled.

Article 11 Application of Robert's Rules of Order, Newly Revised

Except as otherwise provided for in these bylaws and the articles of incorporation in respect to meetings, elections, and procedural matters, the Robert's Rules of Order, Newly Revised are hereby adopted and govern in respect to such meetings, elections, and procedural matters.

Article 13 Committees, Councils and Liaisons

Section 1 Committees, Councils, Appointees, and Liaisons

- a. There shall be such committees, councils and liaisons as required to carry on the work of the Society.
- b. The Board of Trustees are empowered to create, combine, or dissolve committees, councils and liaisons, or to change their composition or responsibilities as the need may arise.
- c. The chairperson(s) of each committee and council and the liaisons shall be appointed by the president with approval of the Board of Trustees.
- d. The term of the appointee, liaison, committee chair and committee members shall correspond to the presidential term, unless a specific term is otherwise approved by the Board of Trustees.
- e. The members of any committee or council shall be appointed by the committee or council chair and are subject to the approval of the president. The president shall serve as an ex-officio member of each committee and council.

Section 2 Standing Committees

The standing committees of the Society are Education, Membership, Standards and Practices, Volunteer and Leadership Development, and Nominating.

Section 3 Nominating Committee

- a. The nominating committee chair shall be appointed by the Board of Trustees. The chair's term of office is a three-year term staggered between officer elections.

- b. Members of the nominating committee must be WSET Active members in good standing and are selected by the chair and subject to the approval of the president, providing a cross-section of members in various disciplines and geographic regions. The terms of the committee members shall be staggered between officer elections.
- c. The committee shall be composed of no less than three [3] or more than five [5] members, consisting of the committee chair, president-elect, and Active members.
- d. The nominating committee shall receive nominations from the membership and identify active members, who are qualified to serve and who demonstrate leadership characteristics, as candidates for vacancies occurring for offices and Board of Trustees.

Article 14: Finances, Dues, and Assessments

Section 1 Fiscal Year

The fiscal year of this Society shall be from January 1 through December 31.

Section 2 Finances

- a. The Society's financial records shall be reviewed every year by a certified public accountant. An audit of the financial records shall be conducted by a certified public accountant every third year, at the least.
- b. Upon recommendation of the treasurer, the Board of Trustees shall adopt an annual operating budget covering all activities of WSET.

Section 3 Bond

The officers and employees involved in the financial business of the Society shall be bonded.

Section 4 Dues

- a. Dues are subject to change by the Board of Trustees.
- b. Dues shall be paid annually and are not refundable.

Section 5 Assessments; Method of Collection

Special assessments, in addition to annual dues, may be levied for a specific purpose by the Board of Trustees. Method of collection will be determined at the time the assessment is considered and approved.

Article 15: Official Publications

Section 1 WSET Newsletter

There shall be an official newsletter of the Society. The purpose of the WSET newsletter shall be to further the goals of the Society and to serve as a medium of communication and exchange of experience, information, and ideas.

Section 2 WSET Newsletter

There shall be an official newsletter of the Society. The purpose of the newsletter shall be to advance scientific knowledge or technology, and/or to advance the profession of electroneurodiagnostics and to serve as a medium of communication and exchange of experience, information and ideas;

Section 3 Other Publications

The Society shall provide such other official publications as shall be deemed appropriate.

Article 16: Dissolution

In the event of dissolution or final liquidation of the Society all of its assets remaining after payment of its obligations shall have been made or provided for shall be distributed to a non-profit entity engaged in activities substantially similar to WSET. Distribution of funds shall be designated by the Board of Trustees.

Article 17 Amendments

Section 1 Procedure to Amend Articles of Incorporation

The articles of incorporation may be amended.

Section 2 Procedure to Amend these Bylaws

- a. Amendments may be presented in writing to the president and medical director by any member in good standing.
- b. The board may adopt, amend or repeal any bylaw, with the exception of changes which meet the following criteria, in which case a full vote of the membership will be required.
 - i. Materially and adversely affect the members' rights as to voting, dissolution, or transfer;
 - ii. Effect a re-definition or cancellation of all or part of the membership categories
- c. Amendments to these bylaws, not requiring a vote of the membership, will be presented to the Board of Trustees sixty days in advance of a board meeting. Voting can take place through mail, fax or e-mail and may be made by a two-thirds vote of the Board of Trustees.
- d. Amendments to these bylaws requiring a vote of the membership will be circulated to the Board of Trustees ninety days in advance and the membership thirty days in advance of the annual meeting by the secretary. A quorum shall be present to conduct business as outlined in Article VI, Section 2.
- e. Amendments to these bylaws relating to punctuation, spelling and proper grammatical changes can be undertaken by the secretary, with a copy of the revised bylaws provided to the Board of Trustees.