

# WFNS Foundation

## Bylaws governing the WFNS Foundation

### **Constitution and Bylaws of the WFNS Foundation**

The World Federation of Neurosurgical Societies (WFNS) is the governing body representing neurological surgeons the world over. Since its establishment, the Federation is involved in a multitude of activities in keeping the neuroscientist community abreast with the most advanced developments in the field.

In accordance to Art II, Sect 3 of the WFNS Bylaws: As a part of the WFNS and as an extension of its activities, the Administrative Council of WFNS created a FOUNDATION, namely, the WFNS Foundation.

[The WFNS Foundation should be listed in the first paragraph of Article VI of the WFNS Constitution and Bylaws. Sub-section of Article VI should be dedicated to the WFNS Foundation.] See above in red

#### **A: NAME:**

As the Foundation is part of the WFNS and since it is related to the WFNS affairs, it shall be known as the WFNS Foundation.

#### **B: PURPOSE, AIMS AND OBJECTIVES:**

- A non-profit organization under the governance of the WFNS.
- Promoting continuous education.
- Training and implementation of NEUROSURGERY where the population has inadequate access to Neurosurgical Services.
- Supporting neurosurgeons in developing areas of the world.
- Receiving and accepting donations, gifts, grants or contributions in kind and cash from any (non-delinquent) person(s), associations, societies, companies, authorities or governments, for the furtherance of the aims and objectives of the Foundation.
- Providing funds for purchasing the necessary equipment, the donation of equipment or the selling of equipment at a very low price to those in need of it.
- Teaching Neurosurgery and research in Neurological Sciences worldwide with emphasis on the needs of developing countries.
- Maintaining the highest standards in ethics and practice in all fields of Neurological Sciences.

## C: COMPOSITION:

The executive management (administration) of the WFNS Foundation and its affairs shall be managed by the Board of Trustees, which shall be composed of a President, Secretary, Treasurer and members of the Board. The President and the Secretary lead the Board.

### 1. President, Secretary, Treasurer and members of the Board of Trustees

- The President is nominated and elected by the WFNS Administrative Council with a simple majority. He/she serves a four-year term and can be re-elected for another single term. He/she reports to the Administrative Council of the WFNS and is the highest executive officer of the Foundation.
- The Secretary is nominated and elected by the WFNS Administrative Council with a simple majority. He/she serves a four-year term and can be re-elected for another term. He/she reports to the Administrative Council of the WFNS.
- The Assistant Secretary is nominated and elected by the WFNS Administrative Council with a simple majority. He/she serves a four-year term and can be re-elected for another term. He/she reports to the Administrative Council of the WFNS.
- The Treasurer is nominated and elected by the WFNS Administrative Council with a simple majority. He/she serves a four-year term and can be re-elected for another term. He/she reports to the Administrative Council of the WFNS.
- The members of the Board are limited, decided by the Administrative Council of the WFNS and the President of the Foundation, not to exceed 20 in total. The following WFNS officers are ex-officio members of the Board: President, Secretary and Treasurer of the WFNS. The Administrative Council of the WFNS and the President of the Foundation nominate the remaining members.
- The Administrative Council of the WFNS and the President of the Foundation can nominate and elect persons having made a significant contribution to the purpose of the Foundation as members of the Board.
- The elected Board members serve a four-year mandate and can be re-elected.

### 2. Meetings.

The Board meets at least twice a year and authorizes all financial decisions. Minor operative procedures of a specific type can be delegated for action by the President and be reported post-factum at the next meeting. What is recorded in the Minutes of the Meetings allows the President to issue instructions to the Financial Manager for execution. All decisions are taken by a majority vote. The Minutes should be recorded and kept on file by the Assistant Secretary of the Foundation and be available to the members of the Executive Committee of the WFNS, upon request.

### **3. Financial Manager.**

At its first meeting, the Board, after election, appoints a Financial Manager. His/Her duties are the management of the daily financial activities of the Foundation. He/She enters and balances the books, reports to the Treasurer as well as to the President and the Secretary of the Foundation on a regular basis and to the members of the Board when meetings are held.

#### **D: FINANCIAL ACTIVITIES:**

1. **Funding:** The Foundation is responsible for the promotion of the purpose of the Foundation. The collected donations - in funds and material, are acknowledged on their receipt and reported to Treasurer and to the offices of the President and Secretary and officially acknowledged again at the meetings of the Board and AC. The acknowledgement of the donation, simultaneously with the accountability, should result in the issuing of an official recognition to the donor. An appropriate system of recognition should be developed for the donors, e.g. - recording their names in the appropriate place on the WFNS website and/or in the history of WFNS. The different forms of recognition should be prepared, voted on by the Board and presented to the Administrative Council before the first occasion of awarding this new type of WFNS honor. An association of "Friends of the WFNS Foundation" should be considered.
2. **Expenditure:** All authorized expenses by the Board should be exclusively for the purposes of the Foundation and no exceptions should be made. In principle, the Board should not authorize any non-primary expenses related to a donation.
3. **Accounting:** The accounting of the budget of the FOUNDATION, prepared in the fashion of a non-profit organization, should be on a yearly basis and closed at 31 December of each year.
4. **Auditing:** A suitable accountant, upon appointment by the Administrative Council of the WFNS, should conduct the auditing, on an annual and bi-annual basis, independently.
5. **Special Donations:** Upon request, the Board should consider and formally support donations from a specific source to a specific recipient, if found to be appropriate, if considered to serve the interest of both parties and fulfill the purpose of the FOUNDATION.
6. **Special WFNS Certificate:** Another initiative to raise funds for the FOUNDATION is the creation of a WFNS Certificate available to all neurosurgeons who are members of a member society, with full membership status and in good standing with WFNS. This Certificate, signed by the President and Secretary of the Federation, serves as a document of recognition as a Fellow of WFNS. The funds received for these Certificates are submitted to the FOUNDATION to further its good cause.

#### **E. AMENDMENTS AND SPECIAL PROVISIONS:**

Specification and clarification of terms and amendments to the Foundation Bylaws shall be made by a two-thirds qualified majority vote of the Administrative Council of the WFNS. All amendments to the Bylaws shall be submitted to the Secretary, at least 3 months before the Administrative Council meeting and the Secretary shall forward a copy of the same to every AC member at least 2 months before the meeting. The Secretary shall then present the opinions on the proposals, communicated in writing by members in absentia.