

WSO BYLAWS

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Bylaws (Internal Regulations) **of the World Stroke Organization (WSO)**

ARTICLE I: GOAL

The WSO exists for and is dedicated to the following purposes:

- i. To promote research in all aspects of stroke;
- ii. To develop and promote public policy;
- iii. To develop and promote professional and public education;
- iv. To develop and promote other appropriate activities such as fundraising and prevention programs;
- v. To develop, promote, and coordinate international programs through national/regional organizations;
- vi. To assist with and encourage programs when requested by an individual national/regional organization;
- vii. To advise and guide on fundraising skills in order that national foundations and societies are enabled to finance a greater level and range of activities;
- viii. To participate in, and promote programs for regional and world congresses.
- ix. To foster the development of an international communications system by encouraging the regional activities of organizations, stroke networks, foundations and Organizations, as they operate within the goals and objectives of the Organization.

ARTICLE II: MEMBERS AND DUES

Section 1. Categories and Qualifications. The WSO shall be structured to involve individual members as well as member organizations. Hence there shall be five (5) categories of Members (collectively referred to as the "Membership") which are as follows:

Organizational members: Organizational members are classified in one of two categories.

(a). Stroke Support organizations

(b). Societies / regional societies

These may be both professional and stroke support organizations interested in stroke. They may consist of scientists, physicians, other professionals, or stroke support persons. Organizations shall be eligible so long as the association or organization has at least twenty-five 25 active members and has been active for at least one year.

(c). Individual Members: Scientists, physicians, health providers, or other professionals who are significantly involved in the clinical or scientific aspects of cerebrovascular disease, shall be eligible.

(d). Affiliate Members. Any person, including an individual, corporation, or other organization, who is interested in and supports the objectives of the WSO and who is not eligible for individual or organizational Membership, shall be eligible. Also, organizations unable to pay the annual fee may join as affiliate members.

(e). Honorary Members. Persons who have contributed greatly to the development of the study of cerebrovascular disease, or whose work has been of importance in the world, may be appointed Honorary Members by the Board of the WSO. Honorary Members are exempt from annual membership dues.

Section 2. Membership Eligibility and Application Procedures. An individual or organization described in subsection (a), (b), (c), or (d) of Section 1 of this Article III shall be eligible for membership in the WSO. Membership in the WSO shall become effective upon:

(i) Receipt of the properly completed application form and approval thereof by the Membership Committee, Executive Committee and ultimately the Board of Directors

(ii) Receipt of any required membership dues.

Section 3. Rights of Membership.

(a). Events. Member organizations and their members or affiliates, Individual Members, Affiliate Members, and Honorary Members shall be entitled to attend any events sponsored by the WSO, provided that each individual participant pays any fee set by the WSO for admission or participation in the event.

(b). Voting and Holding Office. The only classes of membership entitled to vote during any regular or special business meeting of the WSO shall be the representatives of Member Organizations, Individual Members and Honorary Members. The classes of membership entitled to hold any elected office in the WSO shall be any member of the member organizations, any individual member or Honorary member. All Members entitled to vote shall be referred to collectively as the General Assembly or as Voting Members. Individual, organizational and Honorary Members shall vote on the election of the members of the Board of Directors and all other matters that come before the General Assembly, including, but not limited to, the acceptance of reports, removal of directors, and the dissolution of the WSO. Affiliate Members shall have no voting rights and no right

to participate in any aspect of the management or operation of the WSO. Membership shall not confer any rights upon Members other than those rights expressly stated in these Bylaws.

Section 4. Dues. The Board of Directors of the WSO shall establish and adjust from time to time, as needed, the annual membership dues required to be paid by Member Organizations, Individual Members, and Affiliate Members so that the WSO remains financially self-sustaining. Dues shall be paid on the basis of the calendar year.

Section 5. Non-Payment of Dues. Failure to pay dues set by the Board of Directors within three (3) years of the date they become due shall result in suspension of all rights of Membership, which shall be reinstated upon payment of all past-due amounts.

Section 6. Resignation. A Member may resign from Membership in the WSO at any time by giving notice of his or her resignation in a writing addressed to the President or Secretary, or by presenting his or her written resignation at any regular or special meeting of the Board of Directors.

Section 7. Fair Hearing. The procedure will be adopted in the event a review action by the WSO adversely affects the membership status of a member organization.

ARTICLE III: MEETINGS OF THE WSO AND VOTE OF MEMBERS

Section 1. General Assembly General Assembly of the WSO shall be held at the places and on the dates designated by the Board of Directors. The agenda and purpose will be established by the Board of Directors. There shall be at least one General Assembly every four years for the purpose of election of the membership of the board of Directors.

Section 2. Special Meetings and the World Congress. The Board of Directors may call Special Meetings for the purposes, times and places it designates. *Congress:* The primary purpose of Special Meetings and the World Congress shall be to provide educational courses and forums for the presentation of scientific papers. The Congress shall be presided by a Chairperson appointed by the Board of Directors following the recommendation of the Executive Committee. The WSO shall not have financial responsibility for the conduct of the Congress. Financial responsibility for each Congress shall be borne by the local host committee or organization. The WSO may enter into agreements with the local host committee or organization for each Congress as approved by the Board of Directors regarding the sharing of revenues or net profits from each Congress.

Section 3. Notice of Meetings. The Secretary shall, at least thirty (30) days before the meeting, but no more than sixty (60) days before the meeting, give written notice of the meeting to all directors by mail, facsimile transmission, overnight courier, electronic mail, or hand delivery. Unless otherwise provided in these Bylaws, the notice need to specify the purpose for which the meeting is called.

Section 4. Order of Business. The Order of Business shall be designated by the Board of Directors.

Section 5. Quorum. At any business meeting of the WSO the quorum shall consist of not less than 10% of voting members of each voting category. If the quorum consists of 10% or more but less than 20%, resolutions shall be ratified by no less than 20% of the membership at a subsequent poll that may be conducted by email.

Section 6. Vote. A majority vote of members present at the General Assembly shall be required to take action on any matter. There shall be no vote by proxy. However, the Board of Directors may designate special matters to be acted upon by e-mail, postal mail, or telephone transmission.

The Board of Directors will organize the elections of Board members and the President-Elect to include email voting.

Section 7. Standing Rules. Standing rules governing the appointment, function, and manner of acting of Committees, Councils and Foundation, shall be attached to these Bylaws. Standing rules shall be amended and revised from time to time and shall be consistent with the statutes and these Bylaws.

ARTICLE IV: BOARD OF DIRECTORS

Section 1. Officers. The officers shall be: President, two Vice-Presidents, Immediate Past-President, Treasurer, Secretary and two members at large (8).

Section 2. Election.

- (a). The Board members will be elected every four years by individual members (category c) (50%), Stroke Support Organizations (category a) (25%) and societies / regional societies (category b) (25%). Before the election, the Board will fix the number of Board members. There is no upper limit of Board members. There are a minimum number of 12.
- (b) Election of two Vice presidents, Secretary, Treasurer and members at large shall be by the Board from elected board members and shall take place after a new Board has been elected which is every four years.
- (c) A President-Elect shall be elected from the existing board at a Business Meeting one year before taking office as President.
- (d). The initial officers shall be elected by the initial directors of the Organization whose name shall appear in the Minutes of Incorporation. Each officer shall hold office for a term of four years or until his or her death, resignation, retirement, removal, disqualification, or his or her successor is elected and qualifies; provided, however, that the initial officers shall hold office until their successors are elected at the first Business Meeting held after the incorporation of the Organization.
- (e) WSO is a result of a merger between the International Stroke Society (ISS) and the World Stroke Federation (WSF). The initial Board members shall be the Board members at that time of ISS and WSF. The Presidents of both ISS and WSF will serve concurrently as the first immediate past presidents of WSO. After their term, there will only be one immediate past president.

Section 3. Term of Office. The term of office of the President, Vice-Presidents, Immediate Past-President, Secretary, Treasurer, and Members-at-Large shall be four years. Directors shall serve a maximum of two terms in the same office.

Upon completion of his or her term, the outgoing President becomes Past President. The Immediate Past-President cannot be re-elected but may continue in office for a second-term if a new President is not elected. Initially, 50% of board members shall serve a term of two (2) years to allow election of new board members every two years.

Section 4. Nominations. Prior to the Business Meeting where elections are to take place, nominations of candidates from Board members and member organizations or Individual members for each vacancy will be necessary. This will be coordinated by the Nominations Committee. Voting Members shall be notified of the names of nominees at least 60 days prior to the election date.

Section 5. President. The President shall be the Chief Executive Officer of the Organization and chairperson of the Executive Committee and Board of Directors. Subject to the control of the Board of Directors, the President shall supervise and control all the business and affairs of the Organization in accordance with these Bylaws and preside at all meetings of the Organization. The President shall sign with any other proper officer of the Organization authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which may be lawfully executed on behalf of the Organization, except where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws to some other officer or agent of the Organization, or shall be required by law to be otherwise signed and executed; and, in general, he or she shall perform all duties incident to the office of President and any other duties as may be prescribed by the Board of Directors from time to time.

Section 6. Vice-Presidents. The Vice-Presidents shall perform the duties of the President in the absence of the President or in the event of his or her death, inability or refusal to act. By mutual agreement the Vice-Presidents will perform the duties of the President for approximately 50% of the time each. One of the Vice-Presidents shall be elected from stroke support organizations. When so acting the Vice-President shall have all the powers of and be subject to all of the restrictions upon the President. Any Vice-President shall perform any other duties as from time to time may be assigned to him or her by the President or Board of Directors.

Section 7. Secretary. The Secretary shall: (a) keep the minutes of the meetings of the Board of Directors and of all Committees in one or more books provided for that purpose; (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 and of the seal of the Organization and see that the seal of the WSO is affixed to all official documents; and (d) in general perform all duties incident to the office of Secretary and any other duties as from time to time may be assigned to him or her by the President or the Board of Directors.

Section 8. Treasurer. The Treasurer shall: (a) have custody or oversight responsibility for all funds and securities of the Organization, the receipt and recording of contributions and monies due and payable to the Organization from any sources whatsoever, and the depositing of all of these monies in the name of the Organization in depositories that are selected by the Board of Directors; (b) prepare, or cause to be prepared, an audited statement of the Organization 's assets and liabilities as of the close of each fiscal year, which statement shall be made and filed at the Organization 's registered office or principal office; and (c) in general, perform all of the duties incident to the office and any other duties as from time to time may be assigned to him or her by the President or by the Board of Directors.

Section 9. Immediate Past-President. The Immediate Past-President shall have duties that the President may determine.

Section 10. Members-at-Large. The Members-at-Large shall have all the duties and responsibilities that the President may determine.

Section 11. Vacancies. In the event of incapacitation, removal, resignation, withdrawal or demise of any officer or director, the President, with the approval of the Board, shall appoint a successor who will hold the appointed office until a successor has been elected. In the event of incapacitation, removal, resignation, withdrawal or demise of the President-Elect the Nominations Committee shall be reconvened to name a nominee for election at the next Business Meeting.

Section 12. Removal from Office. Any officer or director may be removed from office by the vote of two thirds of the Board members when in their judgment the action will serve the best interests of the Organization.

Section 13. Compensation. The directors of the WSO shall not receive compensation for their services, and may be reimbursed for their reasonable expenses incurred during the course of their service as directors of the WSO.

ARTICLE V: MEETINGS OF DIRECTORS AND THEIR RESPONSIBILITIES

Section 1. Annual and Regular Meetings. The annual meeting of the Board of Directors shall be held at a time to be designated but preferably during the first half of the year. If the annual meeting shall not be held during the designated time, a substitute annual meeting may be called by the President. A meeting so called shall be designated and treated for all purposes as the annual meeting. The Board of Directors may provide, by resolution, the time and place for the holding of additional regular meetings.

Section 2. Waiver of Notice. Any director may waive notice of any meeting. The attendance by a director at a meeting shall constitute a waiver of notice of the meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 3. Quorum. Two thirds of the number of directors fixed by these Bylaws shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

Section 4. Manner of Acting. Except as otherwise provided in these Bylaws, the act of two-thirds of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors. Directors not in attendance may vote by proxy.

Section 5. Meeting by Telephone Conference. Any one or more directors may participate in a meeting of the Board of Directors by means of a conference telephone or any similar means of communication which allows all directors participating in the meeting to simultaneously hear each other during the meeting, and any director participating in the meeting by this means shall be deemed present in person at the meeting.

ARTICLE VI: COMMITTEES

Section 1. Executive Committee. The Board of Directors, by resolution adopted by a majority of the directors then in office, may establish an Executive Committee, which shall have and may exercise the

authority of the Board in the management of the business and affairs of the WSO during intervals between meetings. Members of the Executive Committee shall include but not limited to the President, immediate Past-President(s), two Vice Presidents, Secretary, Treasurer and two Members-at-Large.

Section 2. Powers and Duties of the Executive Committee. The Executive Committee shall possess and exercise all of the powers and duties of the Board of Directors whenever the Board of Directors shall not be in session; provided, however, that the Executive Committee shall not have authority as to the following Board and General Assembly matters:

- (a). The dissolution, merger or consolidation of the Organization; the sale, lease or exchange of all or substantially all of the property of the Organization; the pledge of any property of the Organization; or any other transaction affecting the title to, or the existing restrictions upon the use of, real property owned by the Organization.
- (b). The designation of an Executive Committee or any other committee of directors having power to exercise any of the authority of the Board in the management of the Organization, the election, appointment, or removal of directors, or the filling of vacancies in the Board of Directors or in any committee.
- (c). The amendment or repeal of any resolution of the Board which by its terms shall not be so amendable or repealable.

The amendment of the Articles of Incorporation, or the amendment or repeal of any Bylaw or adoption of new Bylaws.

Any matter over which the law of Switzerland prohibits a committee of the Board from exercising authority.

Section 3. Meetings of the Executive Committee. The Executive Committee shall keep a record of its proceedings which shall be certified by the Secretary of the WSO under his or her hand, which record shall be reported to the Executive as early as possible and at the next meeting of the Board of Directors. Meetings of the Executive Committee may be called by or at the request of the President.

Section 4. Notice of Meetings of the Executive Committee. The Secretary or other person or persons calling a meeting of the Executive Committee shall, at least two (2) weeks before the meeting, give written notice of the meeting to all members of the Executive Committee by mail, facsimile transmission, overnight courier, electronic mail, or hand delivery. The notice need to specify the purpose for which the meeting is called, unless otherwise provided in these Bylaws. Any member of the Executive Committee may waive notice of the meeting. The attendance of a member at any meeting shall constitute a waiver of notice of the meeting, except where a member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 5. Quorum of the Executive Committee. A majority of the Executive Committee shall constitute a quorum for the transaction of business at any meeting of the Executive Committee.

Section 6. Manner of Acting. The President of the Organization shall be the chair of the Executive Committee meetings. The act of the majority of the members of the Executive Committee present at

the meeting at which a quorum is present shall be the act of the Executive Committee, unless the act of a greater number is required by law or by these Bylaws.

Section 7. Meetings of the Executive Committee by Telephone. Any one or more members of the Executive Committee may participate in a meeting of the Executive Committee by means of a conference telephone or any similar means of communication which allows all members participating in the meeting to simultaneously hear each other during the meeting, and any member participating in the meeting by this means shall be deemed present in person at the meeting.

Section 8. Bylaws Committee. The Board of Directors, by resolution adopted by a majority of the directors then in office, may appoint a Bylaws Committee, which shall review recommendations for changes to the Bylaws.

Section 9. Membership Committee. The Board of Directors, by resolution adopted by a majority of the directors then in office, may appoint a Membership Committee, which shall assure that proper membership status is provided for all present and potential Organization Members, and which shall recommend methods for strengthening membership activities within the Organization.

Section 10. Nominating Committee. The Board of Directors, by resolution adopted by a majority of the Directors then in office, may appoint a Nominating Committee which will seek nominations from members of the organization at all levels for positions within the structure of the organization.

Section 11. Other Committees. The Board of Directors, by resolution adopted by a majority of the directors then in office, may designate other committees that it deems beneficial to the management of the WSO such as a Publication Committee and Fundraising Committee. The Committees so designated shall be incorporated into the Standing Rules of the Organization. The Committees shall establish rules of procedure for the conduct of meetings. The Committees shall keep minutes of their proceedings and shall report to the Board of Directors on action taken.

ARTICLE VII: MISCELLANEOUS

Section 1. Fiscal Year. The fiscal year of the WSO shall be a calendar year.

Section 2. Amendments. Except as otherwise provided in these Bylaws, these Bylaws may be amended or repealed and new Bylaws may be adopted by the affirmative action of the directors then holding office at any regular or special meeting of the Board of Directors.

Section 3: Dissolution. The dissolution or the merger of the WSO can only be decided by a two-thirds majority vote of a General Assembly specially convened for one of these purposes.

Section 4: Roberts Rules of Order. Meetings of the WSO shall be conducted in accordance with Roberts Rules of Order.