

Bylaws of the European Stroke Organisation

ARTICLE I: GOAL

The European Stroke Organisation, hereafter called ESO, is dedicated to the following purposes:

- i. To promote awareness, management, teaching and research in all aspects of stroke;
- ii. To develop and promote public policy to reduce the number of deaths by stroke and to improve the care of stroke victims and the quality of life of stroke victims;
- iii. To reduce the burden of stroke throughout Europe;
- iv. To develop and promote professional and public education;
- v. To develop and promote other appropriate activities such as fundraising and prevention programmes;
- vi. To develop, promote, and coordinate international teaching programmes through national/regional organisations;
- 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 foster the development of an international communications system by encouraging regional activities of organisations, stroke networks, foundations and organisations, if they operate within the goals and objectives of ESO;
- ix. To organise, support, and promote programmes for meetings, including a European Stroke Organisation Conference (ESOC);
- x. To support the European Stroke Journal (ESJ) as its official journal.

ARTICLE II: MEMBERS AND DUES

Section 1. Categories and Qualifications

ESO shall be structured to involve individual members as well as member organisations. There shall be three (3) categories of Members (collectively referred to as the “Membership”) which are as follows:

A) Individual members

a) Regular Members:

Scientists, physicians, health care providers, or other health professionals who are active or interested in the clinical or scientific aspects of cerebrovascular disease, shall be eligible. Regular members

1. are offered a certificate of membership;
2. receive deduction from registration fee for the next ESOC and a free electronic version of ESJ;
3. have the possibility of joint membership with WSO;
4. have voting rights at the General Assembly.

They can be elected in organs of ESO, participate in ESO committees and may be nominated as ESO fellow. The annual fee for regular membership is decided each year by the General Assembly and may differ between high- and low-income countries as defined by the World Bank.

b) Junior Members:

Young (less than 35 years of age in the year of application) scientists or health care professionals active in the field of stroke or neurology qualify for free membership.

Junior membership is automatically renewed if the junior member is still aged less than 35 years unless the junior member declares in writing to ESO that he/she does not want to renew the membership. They

1. are offered a certificate of membership;
2. receive deduction from registration fee for the next ESOC and a free electronic version of ESJ;
3. have the possibility for joint membership with WSO;
4. have voting rights at the General Assembly.

Junior members are exempt from ESO membership fees. They can be elected in organs of ESO, participate in ESO committees but cannot be nominated as ESO fellow.

c) Fellows:

These are exceptional members, who have a record of major achievements in stroke research, care, education or organisation. They

1. are offered a certificate of membership;
2. receive deduction from registration fee for the next ESOC and a free electronic version ESJ;
3. have the possibility of joint membership with WSO;
4. are entitled to use the acronym FESO in their academic title;
5. compose the Council of Fellows;
6. have voting rights at the General Assembly.

The Council of Fellows operates under its own bylaws. All applications are subject to the provisions of the Statutes of the Council of Fellows.

The annual fee for fellow membership is decided each year by the General Assembly and may differ between high- and low-income countries as defined by the World Bank.

d) Honorary members:

This membership category will apply to fellows or to other eminent stroke specialists, who are aged 60 years or older and who, in the opinion of the Executive Committee, have made an exceptional contribution to ESO over a period of many years. They

1. are exempt of the annual membership fee and are offered a certificate of membership;
2. receive free registration for ESOC and a free electronic version of ESJ;
3. have the possibility of joint membership with WSO;
4. have voting rights at the General Assembly.

Honorary Members are exempt from annual membership dues.

B) Organisational members:

Organisational members are classified in two categories:

- a) Stroke support organisations
- b) National or regional stroke societies

They may consist of scientists, physicians, other professionals, or stroke support persons. Organisations shall be eligible if the association or organisation has at least twenty-five (25) members and has been active for at least one year.

Organisational members are offered:

1. Associate membership is granted for free to all members of an ESO Organisational member;
2. Members of society receive a reduction decided each year by the General Assembly from the ESO individual membership fee;
3. Support of educational activities, upon reasonable request;
4. Free use of ESO educational material;
5. Possibility of joint projects;
6. Free Web link;
7. Participation at ESO General Assembly (with one vote);
8. Certificate of membership.

The annual fee for organisational membership is decided each year by the General Assembly and may differ between high- and low-income countries as defined by the World Bank.

C) Industry round table members

For-profit organisations may support ESO by becoming an Industry Roundtable member. The annual fees for companies are determined by the Executive Committee. The Industry Roundtable members can interact with the different structures of ESO through Industry Roundtable meetings.

They

1. are mentioned as a supporter on ESO's website and in documentations relating to events organised by ESO, where appropriate;
2. receive a copy of ESO publications
3. are invited to attend at least one Industry Round Table meeting per year with ESO leadership.

They do not have voting rights.

Section 2. Membership Eligibility, Application Procedures and Fees

An individual or organisation described in Article II shall be eligible for membership in ESO.

A) Membership in ESO shall become effective upon:

- a) For regular and organisational members: receipt of the properly completed application form.
- b) For junior members: completed application form and ID document to certify age.
- c) For fellow members: receipt of the fellow questionnaire and approval of submitted documentation by Council of Fellows.
- d) For honorary members, election as an honorary member. The election of honorary members will be ratified by the General Assembly.

plus

- e) Receipt of required membership dues, if any.

B) Fees

- a) The Executive Committee of ESO shall establish and adjust from time to time, as needed, the annual membership dues so that ESO remains financially self-sustaining. Dues shall be paid on the basis of the calendar year.

- b) The fees will be proposed by the membership committee, approved by the Executive Committee and voted about in the General Assembly. As a rule, junior members and honorary members shall be exempted from membership fees.
- c) Non-Payment of dues. Failure to pay the dues set by the Executive Committee within the year of invoicing shall result in suspension of all rights of membership, which shall be reinstated upon payment of all past-due amounts. Failure to pay fees after three (3) reminders will lead to termination of membership. Reapplication is possible.

Section 3. Rights of Membership.

- a) Events: Member organisations and their members or affiliates, regular members, junior members, fellows, and honorary members shall be entitled to attend any event organised by or for ESO, provided that each individual participant pays any fee set by ESO or by the organisation of the event in accordance with ESO for admission or participation in the event, and provided that the member fulfills criteria for participation in the event.
- b) Voting and Holding Office: The only classes of membership entitled to vote during regular or special plenary meetings of ESO or by electronic voting shall be the regular members, junior members, fellows and honorary members. The classes of membership entitled to hold any elected office in ESO shall be any regular member, junior member, fellow or honorary member. Industry Roundtable members shall have no voting rights and no right to participate in any aspect of the management or operation of ESO.
- c) Forming a Council of Fellows and a Council of Industry Roundtable members. The bylaws of the Council of Fellows will be proposed by the Council. Those bylaws have to be approved by the ESO Executive Committee, which will then propose them for ratification to the ESO General Assembly. The Council of Fellows will nominate one (1) Vice President.
- d) Participation in committees and special task groups.
- e) Proposing programmes and activities as well as new committees.

Section 4. Resignation and Exclusion

- a) *Resignation.* A member may resign from membership in ESO 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 Executive Committee.
- b) *Exclusion.* A member may be excluded from ESO if he or she has performed actions that negatively influenced the functioning of the society. This also includes financial irregularities and scientific wrongdoing. He or she will experience a fair hearing.

ARTICLE III: ORGANS OF ESO

Section 1: The Executive Committee

This committee is composed of a President, a Past President, a President Elect, one Vice President, two Members at Large, the Treasurer, the Secretary General and one Observer. In total, the Executive Committee will have 8 members and one observer (optional).

The Executive Committee will meet at least 2 times per year and may have further meetings or virtual conferences upon need. The invitation and the agenda will be sent out at least 1 week prior to the meetings.

Powers and Duties of the Executive Committee. The Executive Committee shall be in charge of the management of the organisation; provided, however, that the Executive Committee shall not have authority as to the following General Assembly matters:

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

To avoid a potential conflict of interest, members of the ESO Executive Committee should not be engaged in leadership roles of a cognate (related) international society or in any major competing international scientific conference. A conflict of interest (CoI) needs to be submitted before standing for election.

Members of the Executive Committee can act as regular members of an ESO Committees but may not be active as Chair.

A person who has served in any capacity on the Executive Committee may not be eligible to run for a position on the Executive Committee again until four (4) years after the end of their term. No more than two (2) members of the Executive Committee may be from the same country. If a third candidate from the same country applies for a position on the Executive Committee, they will be automatically disqualified from the election.

Section 2: The Board of Directors

The Board consists of the members of the Executive Committee and 16 other members, with 10 being elected on the proposal of the members and 5 on the proposal of the Board by the General Assembly. By default, the Chair of the Council of Fellows has a seat on the Board of Directors.

The Board of Directors will meet at least 2 times per year and may have further meetings or virtual conferences upon need. The invitation and the agenda will be sent out at least 1 week prior to the meetings.

Section 3: The General Assembly

The General Assembly of ESO will be held at the places and on the dates designated by the Executive Committee. As a general rule, it will be during an ESOC. The agenda and purpose will be established by the Executive Committee and distributed to the members at least 1 month before the date of the Assembly. There shall be at least one General Assembly every year.

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 members by mail or electronic mail. Unless otherwise provided in these bylaws, the notice needs to specify the purpose for which the meeting is called.

Section 4: The Council of Fellows

The Council of Fellows meets once yearly. The aims of the Council of Fellows are to support the objectives of ESO and to advise and to report to the General Assembly.

Section 5: Industry Round Table Members

The Industry Round Table Members will meet at least once yearly with representatives of the Industry Committee and Executive Committee to discuss projects, new tasks and support issues.

Section 6: Quorum and Votes

- a) *Quorum.* At any business meeting of ESO Executive Committee and Board of Directors Meeting, the quorum shall consist of not less than 50% of voting members. No Quorum exists at the General Assembly.
- b) *Votes.* A majority vote of members present at the General Assembly shall be required to take action on any matter. A proxy voting right may only be exercised by another member and shall only be admissible based on written power; a member may only represent a single other member. The Executive Committee and Board of Directors may designate special matters to be acted upon by electronic voting, e-mail, postal mail or telephone transmission.

A majority vote of members present at the Board of Directors meeting shall be required to take action on any matter. Proxies are not permitted.

Article IV: ELECTIONS AND TERMS IN OFFICE

Section 1: Officers of the Executive Committee.

The President-Elect will be elected by the General Assembly from candidates proposed by the Board of Directors. The duration of office for each function will be 2 years. No immediate re-election is possible.

The Past-President will not be elected but remains in the Executive Committee for two years once his/her presidency has expired.

The Vice-President candidates will be proposed by the Council of Fellows; the vice-president is elected by the General Assembly. The term in office is 2 years; re-election is possible one time.

The Treasurer and the Secretary General will be elected by the General Assembly on proposal of candidates by the Board of Directors. Their term in office is 2 years for the Secretary General and 3 years for the Treasurer. Re-election is possible one time.

Members at Large will be elected by the General Assembly. They are elected among individual applications of ESO members supported by 3 ESO members who do not work in the same country as the applicant. Their term in office is 3 years. No re-election is possible as Member at Large.

If an Observer (optional) is proposed. His/her term in office is 2 years, re-appointment is possible one time.

Section 2: Board of Directors

The Board members will be elected every four years. The Board Members will be elected by the General Assembly, 10 on proposal of the members and 5 on the proposal of the Board of Directors. From one and the same country, a maximum of 4 members may be elected to the Board. Re-election will be possible a single time after an interruption of BoD membership of 4 years. Immediate re-election is not possible. The chair is elected by the Board of Directors' members for 4 years. The chair has usually already been a member of the Board of Directors and can stay a member for a maximum of total 8 years.

The Chair of the Council of Fellows completes the Board of Directors by default.

ARTICLE V: DUTIES OF THE OFFICERS

Section 1. President. The President shall be the Chief Executive Officer of ESO and chairperson of the Executive Committee. The President shall supervise and control all the business and affairs of the organisation in accordance with the statutes and these bylaws and preside at all meetings of the organisation. The President shall sign with any other proper officer of the organisation authorised by the Executive Committee, any deeds, mortgages, bonds, contracts, or other instruments which may be lawfully executed on behalf of the organisation, except where the signing and execution thereof shall be expressly delegated to some other officer or agent of the organisation, 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.

Section 2. Past President and President Elect. The Past President serves as an advisor to the President and may continue with tasks started during his/her presidency. The President Elect will be introduced into the business of ESO Executive Committee and assist the President in tasks the President will determine.

In addition, both shall perform any other duties assigned to them by the Executive Committee.

Section 3. Vice-President. The Vice-President shall perform any duties assigned to him/her by the President or Executive Committee.

Section 4. Secretary General. The Secretary General shall: (a) keep the minutes of the meetings of the Executive Committee; (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 organisation and see that the seal of ESO 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 Executive Committee.

An administrator may be appointed to assist the Secretary with all the duties assigned.

Section 5. Treasurer. The Treasurer shall: (a) have custody or oversight responsibility for all funds and securities of the organisation, the receipt and recording of contributions and monies due and payable to the Organisation from any sources whatsoever, and the depositing of all of these monies in the name of the Organisation in depositories that are selected by the Executive Committee; (b) prepare, or cause to be prepared, an audited statement of the organisation's assets and liabilities as of the close of each fiscal year, which statement shall be made and filed at the organisation'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 Executive Committee.

Section 6: Observer (optional). The Observer shall be invited to all meetings of the Executive Committee. He/she will receive the same reimbursement (travel) as all members of the Executive Committee. The observer should not participate in any formal vote of the Executive Committee. He/She has the right to participate in all Executive Committee meetings and receive information and material. This information has to be treated confidentially and shall not be shared outside.

Section 7. Vacancies. In the event of incapacitation, removal, resignation, withdrawal or demise of any officer or director, the President, with the approval of the Executive Committee, 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 Executive Committee shall be reconvened to name a nominee for election at the next General Assembly.

Section 8. 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 Organisation.

Section 9. Compensation. The Executive Committee members and the Board of Directors members of ESO shall not receive compensation for their services but may be reimbursed for their reasonable expenses incurred during the course of their service for ESO.

ARTICLE VI: COMMITTEES

ESO will constitute a number of committees and special task forces.

Section 1. Membership Committee. The Executive Committee, by resolution adopted by a majority of officers, will appoint a Membership Committee, which shall ensure that proper membership status is provided for all present and potential members, and which shall recommend methods for strengthening membership activities within the organisation.

Section 2. Other Committees. The Executive Committee, by resolution adopted by a majority of the officers, may designate other committees that it deems beneficial to the management of ESO. The Committees so designated shall be incorporated into the Standing Rules of the Organisation. 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 Executive Committee and General Assembly on action taken.

ESO members can participate in up to two Committees but can be Chairperson of only one Committee at a time.

ARTICLE VII: MISCELLANEOUS

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

Section 2. Standing Rules. Standing rules governing the appointment, function, and manner of acting of Committees, Councils and task forces 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.

Section 3: Dissolution. The dissolution or the merger of ESO can only be decided by a two-thirds majority vote of a General Assembly specially convened for one of these purposes. The remaining funds will be transferred to another society or Foundation in accordance with the purposes of ESO.