

BYLAWS
of the
American Academy of Neurology
(Effective April 1, 2003)

ARTICLE I - OBJECTIVES

Mission Statement

The American Academy of Neurology is a medical specialty society established to advance the art and science of neurology, and thereby promote the best possible care for patients with neurological disorders by:

- Ensuring appropriate access to neurological care.
- Supporting and advocating for an environment which ensures ethical, high quality neurological care.
- Providing excellence in professional education by offering a variety of programs in both the clinical aspects of neurology and the basic neurosciences to physicians and allied health professionals.
- Supporting clinical and basic research in the neurosciences and related fields.

The American Academy of Neurology exists for and is dedicated to the following purposes:

- 1) Support for those principles, policies and practices that seek the attainment of the best in neurologic patient care;
- 2) The pursuit of excellence in medical education, especially as it concerns the neurological sciences;
- 3) The pursuit of high standards of excellence in the practice of neurology;
- 4) Support for the quest of scientific knowledge by support for research in related fields;
- 5) The communication of scientific and scholarly information through scientific meetings and publications; and, the
- 6) Provision for communication with other groups and representation for neurologic opinion to best achieve and preserve the purposes of the Academy.

ARTICLE II - MEMBERSHIP

Section 1 - Classes of Membership

Membership in the American Academy of Neurology shall be limited to individuals who meet the requirements of the following membership classes: Fellow, Corresponding Fellow, Active, Corresponding Active, Associate, Affiliate, Junior, Student, Honorary and Senior. Members and applicants must demonstrate ethical and professional conduct consistent with the Academy's Code of Professional Conduct. There shall be no restriction regarding the number of members in any category.

Section 2 - Fellows may be elected only from among physicians:

- 1) Who have been certified in neurology, or neurology with Special Qualification in Child Neurology, by the American Board of Psychiatry and Neurology, the Royal College of Physicians and Surgeons of Canada, or the Professional Corporation of Physicians of Quebec; and,
- 2) Whose chief interest is directed toward practice, teaching or research in the neurosciences;
- 3) Who have been Active members of the Academy for no less than seven (7) years;
- 4) Who have attended no less than five (5) annual meetings after becoming an Active member; and
- 5) Who have demonstrated special achievement in the neurosciences. This requirement may be satisfied by providing documentation of any of the following:
 - a. Academic accomplishment. This is defined as holding a teaching appointment or evidence of contribution to the medical literature. In the latter case, both the publication of papers and presentations at national meetings will be considered. Although this will usually require more than two papers or presentations, the Membership Committee reserves the right to determine whether or not the criterion is satisfied on a case-by-case basis.
 - b. Service as a member of an Academy committee.
 - c. Service as an officer in a state, regional, national or international neurological society.
 - d. Consistent, documented community service in the area of clinical neurology. For example, dedication of time and effort to public education, indigent care, etc. The Membership Committee reserves the right to review evidence of community service on a case-by-case basis.
 - e. Other unusual accomplishments, as determined in the discretion of the Board of Directors of the Academy upon recommendation by the Membership Committee.

- 6) Whose overall professional reputation and standing, as determined by the Board of Directors of the Academy, qualifies such physician for this highest category of Academy membership.

An exception may be the election of certain other neurologists of unusual accomplishment, at the discretion of the Board of Directors of the Academy upon recommendation by the Membership Committee.

Section 3 - Corresponding Fellows may be elected from among physicians outside the United States and Canada:

1. Who have been recognized specialists in neurology in their country for at least (5) years;
2. Whose chief interest is directed toward practice, teaching or research in the neurosciences;
3. Who have been Corresponding Associate or Corresponding Active members of the Academy for no less than seven years;
4. Who have attended no less than three annual meetings after becoming a Corresponding Associate or Corresponding Active member; and
5. Who have demonstrated special achievement in the neurosciences. This requirement may be satisfied as in Section 2, Item 5.

Section 4 - Active Members may be elected from among physicians who have been certified in neurology by the American Board of Psychiatry and Neurology, the Royal College of Physicians and Surgeons of Canada, or the Professional Corporation of Quebec.

Section 5 - Corresponding Active Members may be elected from among physicians outside of the United States and Canada who have not been certified by the American Board of Psychiatry and Neurology, the Royal College of Physicians and Surgeons of Canada, or the Professional Corporation of Quebec but have been certified in neurology by an official body in their country.

Section 6 - Junior Members may be elected from among physicians:

- 1) Who have graduated from an accredited or recognized medical school or a school of osteopathy, and
- 2) Who are engaged in postgraduate studies directed toward completing a neurology training program.

Junior membership may last no longer than six years from the beginning of training, except that Junior membership may be extended for a period of active duty military service, if that service forces the interruption of residency or fellowship training. The period of extension will equal but not exceed that of active military service, or five years.

Junior members shall automatically be transferred to Associate membership upon completion of residency training. An Associate, Active, or Corresponding Active member may apply to the Membership Committee for a temporary reinstatement of

"Junior" status if he or she enters fellowship training after a period of practice following residency. However, such reinstatement shall only be in effect during active fellowship training and the total time in Junior status for any and all training cannot exceed six years.

Junior members shall be automatically transferred to Active membership upon certification in neurology, or neurology with Special Qualification in Child Neurology, by the American Board of Psychiatry and Neurology, the Royal College of Physicians and Surgeons of Canada, or the Professional Corporation of Physicians of Quebec.

Section 7 - Associate Members may be elected from among:

- 1) Physicians fully trained in clinical neurology, not yet certified by an official body in their country, and no longer eligible for Junior membership;
- 2) Physicians trained in and practicing clinical neurology but not eligible for Active membership;
- 3) Physicians practicing in clinical fields related to neurology; or
- 4) Persons, including physicians or holders of an advanced degree, practicing or engaged in non-clinical fields relating to neurology.

Associate members shall be automatically transferred to Active membership upon certification in neurology, or neurology with Special Qualification in Child Neurology, by the American Board of Psychiatry and Neurology, the Royal College of Physicians and Surgeons of Canada, or the Professional Corporation of Physicians of Quebec. Associate members shall be automatically transferred to Corresponding Active membership upon certification in neurology by an official body in their country.

Section 8 - Affiliate Membership

Affiliate members may be elected from among non-physicians, advanced degree holders, practicing or engaged in clinical and non-clinical fields relating to neurology or individuals with undergraduate degrees and a minimum of three years work experience in clinical neurology and/or neuroscience research. Neurology professionals include and are limited to, doctors of philosophy, nurse practitioners, physical therapists, physician assistants, registered nurses, and others with special qualifications as determined by and at the discretion of the Membership Committee.

Applicants must demonstrate substantial contributions to the endeavors of the neurological team, or show excellence in the pursuit of medical education or research as determined by, and at the discretion of, the Board of Directors upon recommendation of the Membership Committee.

Section 9 - Student Members

Full-time medical students enrolled in any accredited school of medicine or osteopathy

in the United States or Canada, may become Student members. Students may be in any year of training at the time of their application. Student applicants must obtain verification of their full-time student status from the Dean of Students or other appropriate certifying office. Student membership may be renewed annually and must contain verification of continued student status.

Section 10 - Honorary Members

Honorary members may be elected from members and non-members of the Academy. Nominees must have performed exceptional meritorious contributions to the field of Neurology with national or international impact. The nominee's achievements may be acknowledged by the awarding of Honorary membership. The Membership Committee will appoint a subcommittee consisting of two or more distinguished and long-standing Fellows to consider Honorary memberships. Nominations for the Honorary category may be made directly by the Membership Committee, its subcommittee, or may be proposed to the subcommittee from the membership-at-large. Honorary nominations proposed to the Subcommittee must bear the signature of two sponsors who are Fellows in the Academy, a substantiating written statement, and a current curriculum vitae. The Subcommittee will automatically review members applying for Senior status for consideration of Honorary membership. Nominees for Honorary membership must be approved by the Subcommittee, the Membership Committee, and the Board of Directors. Honorary members who are currently Academy members will retain the rights and privileges of their most recent category of Academy membership. Honorary members will have no financial obligations to the Academy, but may continue to receive the journal *Neurology* through the Academy.

Elections to the Honorary membership category will be usually limited to no more than five (5) new nominees on an annual basis. However, exceptions to this limitation can be made for individuals whose contributions to the field of neurology have been particularly outstanding.

Past Presidents of the Academy are eligible to be considered for Honorary membership with the procedure described.

Section 11 - Senior Members

Senior members may be elected from among Fellows, Corresponding Fellows, Active, Corresponding Active, or Associate members who have been Academy members for a period of no less than five years and are fully retired from the active practice of clinical neurology or research or are disabled. Senior members will have no financial obligations to the Academy, but may continue to subscribe to the journal *NEUROLOGY* through the Academy.

Section 12 - Procedure for Application to Membership

Application for membership shall be made in writing on the application form provided by the Executive Office, supplying in detail all information required, and signed as the name is to appear in the membership records.

Application for Fellowship must include the written recommendation of two Fellows. Application for Corresponding Fellowship and other classes of membership where the applicant is not a resident of the United States or Canada, must include the recommendation of two Academy members or local neurologists from applicant's country. Application for Student membership requires verification of full-time student status from the Dean of Students or other appropriate certifying office. Applications from residents within the United States and Canada for other classes of membership must bear the signature of two sponsors who are Fellows or Active members in the Academy.

Completed applications will be forwarded to the Membership Committee for review. Recommendations for Fellowship, Corresponding Fellowship, Senior and Honorary membership, must be approved by the Board of Directors.

Section 13 - Voting and Holding Office in the Academy

The only classes of membership entitled to vote on any matter during any annual or special business meeting of the Academy shall be Fellows, Actives, Honorary and Senior members who had voting privileges in their most recent previous category of membership. The only class of membership entitled to hold any elected office in the Academy shall be a Fellow, or Honorary or Senior member whose prior classification was Fellow.

Section 14 - Fees, Dues, and Assessments

- 1) The dues, assessments, and other fees for each class of membership shall be established annually by the Board of Directors.
- 2) Annual dues shall be established on the basis of the calendar year. The dues for a year shall be payable on the first of December of the previous year and shall be considered in arrears if not paid by March 1 of the current year. Assessments and fees shall be payable at the time or times that the Board of Directors shall determine.
- 3) No dues, assessments, or other fees shall be payable by Honorary or Senior members.

Section 15 - Termination of Membership

A Fellow or Member whose required dues, assessments, or other fees for a calendar year are not paid by March 1 of that year shall be considered "in arrears." With appropriate notice, membership benefits and services will be suspended at that time.

Membership in the Academy of a Member who is in arrears and whose dues, fees, and assessments for a year are not paid in full by December 1 of the following year (two-years delinquent) shall be considered for termination by the Board of Directors at its next scheduled meeting.

Once a Member who is in arrears is dropped from the Academy membership, he or she may pay back dues or reapply to be reinstated. Either action must receive the approval of the Board of Directors.

Section 16 - Disciplinary Action

The Academy shall consider disciplinary action for any professional misconduct on the part of any Member of the Academy for which similar action has been taken by a state or county Board of Medical Examiners, Board of Professional Medical Responsibility, or like body; or when allegations of serious misconduct are brought to the attention of the Board of Directors.

The Disciplinary Action Policy, as adopted by the Board of Directors, shall govern all disciplinary actions.

Indication for disciplinary action includes, but is not limited to, the following:

- 1) Conviction of any crime relating to or arising out of the practice of medicine, including acts involving moral turpitude;
- 2) Limitation or termination of any right associated with the practice of medicine, including the imposition of any requirement for surveillance, supervision, or review, by reason of violation of a medical practice act, statute or governmental regulation, or disciplinary action by any medical licensing authority;
- 3) Unlawful financial dealings related to the practice of medicine, including but not limited to fee splitting, or the payment or acceptance of kickbacks;
- 4) Unprofessional conduct including, but not limited to, conduct that is in violation of the American Academy of Neurology's Code of Professional Conduct; or,
- 5) The use of false or deliberately misleading advertisements, testimonials or other instruments of misinformation related to the practice of medicine.

These disciplinary proceedings may result in censure, suspension, or expulsion from membership in the Academy. Any disciplinary actions imposed shall, if required, be reported to the National Practitioner Data Bank and the appropriate State Licensing Board(s) as prescribed by law. Such actions shall also be reported to the Academy membership.

Section 17 - Fair Hearing

A Fair Hearing procedure, as adopted by the Board of Directors, shall be made available in the event a professional review action by the Academy adversely affects the membership status of a Member.

ARTICLE III - MEETINGS AND VOTE OF FELLOWS AND MEMBERS

Section 1 - Annual Meeting

An annual meeting of the Academy shall be held each year at the place or places and on the date or dates designated by the Board of Directors. The primary purpose of the annual meeting shall be to provide educational courses and forums for the presentation

of scientific papers. There shall be not less than one (1) business session at each annual meeting of the Academy for the purpose of election of Board of Directors members and such other business as is appropriate.

Section 2 - Special Meetings

Special scientific and business meetings of the Academy may be called by the Board of Directors for the times and places it may designate.

Section 3 - Notice

Notice of each annual meeting of the Academy shall be given to all Academy Members not less than 90 days prior to the date on which the meeting is to begin. Notice of special scientific and business meetings of the Academy shall be provided at least 30 days prior to the date on which the meeting is to begin.

Section 4 - Order of Business

The order of business at the Annual Business Meeting shall be:

- 1) Reading of Minutes of Preceding Meeting
- 2) Reports of Officers and Board of Directors
- 3) Reports of Committees
- 4) Unfinished Business
- 5) New Business
- 6) Report of Nominations Committee and Elections

Section 5 - Quorum

At any annual or special business meeting of the Academy, a quorum shall consist of not less than thirty (30) voting Fellows and Members, except as required by further provisions in these Bylaws.

Section 6 - Vote

If a quorum is present, a majority vote of the voting Fellows and Members present shall be required to constitute an action by the voting Fellows and Members on any matter, unless otherwise provided by applicable law, the Articles of Incorporation, or these Bylaws. There shall be no voting by proxy or mail ballot by the Fellows and Members of the Academy at the annual meeting or special meetings.

Section 7 - Standing Rules

The Standing Rules of the Academy are contained in the document attached to these Bylaws in effect on the effective date of the adoption of the Bylaws. The Standing Rules of the Academy may be amended or revised from time to time as provided therein, but may not be inconsistent with the Articles of Incorporation or Bylaws of the Academy.

Section 8 - Parliamentary Authority and Rules of Order

The deliberations of the Academy, its Board of Directors, and all committees shall be governed by the rules contained in the then current edition of *Roberts Rules of Order Revised* in all cases in which they are not inconsistent with the Articles of Incorporation, Bylaws, Standing Rules, customary practices, and procedures of the Academy.

ARTICLE IV - COMPOSITION OF THE BOARD OF DIRECTORS

Section 1 - Directors

The directors of the Academy shall be: President, President-Elect, Vice-President, Treasurer, Secretary, Director (of which there shall be nine), and Immediate Past-President.

Ex-officio members of the Board shall be the Editor-in-Chief of *Neurology* and Chair of the American Academy of Neurology Foundation.

The chairman or vice-chairman of the AAN Enterprises, Inc., Board of Directors, who must be a member of the Academy, and the AAN Executive Director shall be ex-officio, non-voting members of the Board.

Section 2 - Election

Election of Officers shall be held at the Annual Business Meeting of the Academy during odd-numbered years, and the affirmative vote of a majority of the voting Fellows and Members present and voting shall be required for election to any office, except that if there are more than two (2) candidates for one office, a plurality vote of the voting Fellows and Members present and voting shall be sufficient for election to that office. Voting shall not be cumulative.

One Director will be designated by election as Director/Parliamentarian.

Section 3 - Term of Office

The Vice-President, Secretary, Treasurer and Directors of the Board shall serve for a term of two (2) years. These members may be nominated to a second consecutive two (2) year term in the same office. The terms of Officers and Directors shall be staggered so that the term of only half of those offices normally expires during any election year.

The term of President, President-Elect and Past-President shall be for one two (2) year term, or until a successor is elected, commencing on the first day following the annual meeting at which they were elected. The Editor-in-Chief shall serve one six (6) year term, which is renewable for another term of four (4) additional years. The term of the Chair of the American Academy of Neurology Foundation will coincide with the term in which that person holds the office as Chair.

Section 4 - Nominations

Prior to each annual meeting at which elections are to be held, the Nominations Committee shall nominate Fellows of the Academy for each vacancy that occurs on the Board of Directors with the exception of the President, Past-President, Editor-in-Chief and the Chair of the American Academy of Neurology Foundation.

Academy members shall be notified of the names of all nominees at least sixty days prior to the annual meeting. In the event of death or withdrawal from candidacy of any of these nominees, the Board of Directors shall designate a substitute nominee at any time before the election and shall announce that designation before the election. In addition, nominations for positions on the Board of Directors may be made from the floor of the meeting provided that at least two weeks before the date of the election a written petition, signed by one hundred (100) or more voting members, has been filed with the Executive Director together with a signed statement by the nominee setting forth willingness to serve if elected.

Section 5 - President

The President shall be the Chairman of the Board of Directors of the Academy. He/she shall preside at all business sessions of the membership of the Academy; shall act as chief spokesman of the Academy to the public, the press, legislative bodies, the medical community at large and federal, state, and local governmental and private agencies and organizations; shall work with the Executive Director to ensure that basic Academy policies and programs are formulated and executed; shall serve no more than one (1) term as President; is responsible for making appointments to standing committees; may create ad hoc committees and appoint Academy representatives to civic, professional, and governmental organizations as may be required to execute the business and affairs of the Academy.

Section 6 - President-Elect

The President-Elect shall automatically become the President of the Academy upon completion of the President's term. The President-Elect shall assist the President in the performance of his/her duties whenever requested to do so; and shall have all other duties and responsibilities that the President or the Board of Directors may determine.

Section 7 - Vice-President

The Vice-President shall, in the absence or the disability of the President, have and perform the duties and responsibilities of the President; shall in the event of a vacancy in the office of President, however occurring, fill the vacancy in the office of the President for the unexpired portion of the President's term; and shall have all other duties and responsibilities that the President or the Board of Directors may determine. With the advancement of the Vice-President to assume the unexpired office of the President, a Director shall be appointed by the Board of Directors to temporarily act in the office of the Vice-President until he/she returns to that office.

Section 8 - Treasurer

The Treasurer shall ensure that the Academy maintains accurate financial records; review

Academy expenditures and financial status on a regular basis to ensure overall financial integrity; submit the financial accounts of the Academy to an annual independent audit; develop and present financial recommendations to the Board of Directors; and performs other duties assigned by the President or Board of Directors.

Section 9 - Secretary

The Secretary shall ascertain that records are maintained for all business meetings and Board of Directors meetings of the Academy; ensure that copies of the minutes of each meeting are provided to the President and other officers and directors as appropriate; maintain current copies of the association rules and Bylaws for use by the President and the Board of Directors; perform other duties assigned by President or Board of Directors.

Section 10 - Directors

The Directors shall have all duties and responsibilities that the President or the Board of Directors may determine. The Director/Parliamentarian shall be responsible for ensuring adherence to the stated parliamentary authority during all Board of Directors and annual business meetings.

Section 11 - Immediate Past-President

The Immediate Past-President shall have all duties and responsibilities that the President or the Board of Directors may determine.

Section 12 - Editor-in-Chief

The Editor-in-Chief shall have responsibility for all the contents of the journal *Neurology* and oversee the activities of the Editorial Board. He/she will serve one six year term, which is renewable for another term of four years. He/she shall serve on the Board of Directors as an ex-officio voting member.

There shall be a Journal Arbitration Committee to resolve disputes between the Board of Directors and the Editor-in-Chief.

a. Committee members shall be selected when an Editor-in-Chief is appointed or reappointed. The Committee will include five neurologists who are not members of the Board of Directors, members of the Editorial Board, or chairs of a standing committee. The Nominating Committee shall submit a list of ten names to the Executive Committee and the Editor-in-Chief, who shall jointly select five committee members and shall designate the chair of the Committee. If the Executive Committee and the Editor-in-Chief cannot agree on five members from the initial list, the Nominating Committee shall submit additional names until the Executive Committee and the Editor-in-Chief agree on five committee members. If a vacancy exists, the same process will be used for the appointment of a neurologist to complete the term. The names of the chair and the other members of the Committee will be published in *Neurology*.

b. In the event of a dispute, either the Board of Directors or the Editor-in-Chief may convene the Committee. The Committee will consider the views of both parties and may solicit outside advice or information. The majority decision of the Committee will be binding on both the Board of Directors and the Editor-in-Chief. The Committee will convene only for the purpose of promptly resolving disputes and will have no other duties unless specifically authorized by the Board of Directors. If the Committee is convened and is considering a dispute, the membership of that Committee will not change, for the purposes of that dispute only, until that dispute is settled, even if the deliberation extends into the next term.

Section 13 - Chair - American Academy of Neurology Foundation

The Chair of the American Academy of Neurology Foundation shall serve on the Board of Directors as an ex-officio voting member as long as he/she is in that office.

Section 14 - Vacancies

In the event of incapacitation, withdrawal, demise, resignation or removal of any officer or member of the Board of Directors, except the President-Elect, 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, withdrawal, demise, resignation or removal of the President-Elect, the Nominating Committee shall be reconvened to name a nominee for that position to present for election by the voting members of the Academy at the next annual business meeting to fill the unexpired term.

Section 15 - Removal from Office

Any Board member of the Academy elected by the voting Fellows and Members may be removed from office by the affirmative written ballot of two-thirds of the Board members whenever, in their judgment, the removal will serve the best interests of the Academy.

ARTICLE V - RESPONSIBILITIES OF THE BOARD OF DIRECTORS

Section 1 - Authority

The Board of Directors shall manage all the business and affairs of the Academy. The Board of Directors shall have all powers and responsibilities conferred upon the Board of Directors of a nonprofit corporation by Chapter 317A of Minnesota Statutes, as now or hereafter amended, except as those powers or responsibilities may be limited by the Articles of Incorporation or these Bylaws. The Board of Directors shall have the final responsibility and authority for all actions and policies that are recommended or adopted by any and all standing and ad hoc committees, sections, representatives to professional and governmental organizations, agents, and employees; and no action or policy shall be the action or policy of the Academy unless and until it is adopted, ratified, or approved by the Board of Directors.

The Board of Directors shall employ, when in its opinion the affairs of the Academy justify such action, an Executive Director who shall function in the usual capacity of such office when those functions are not contrary to the Articles of Incorporation and Bylaws of the Academy. The Board shall determine the duties and salary of such an Executive Director and the policies pertaining to that office.

Section 2 - Members of the Board of Directors

The members of the Board of Directors shall number not more than seventeen (17) and shall consist of all the Officers and Directors elected by the voting Fellows and Members.

Section 3 - Meetings

The Board of Directors shall meet no less than twice yearly. Special meetings of the Board of Directors may be called by the President or at the written request of five members of the Board addressed to the Secretary at no less than twenty (20) calendar days' notice.

Section 4 - Notice

Notice of each meeting of the Board of Directors shall be given by the Executive Director not less than fifteen (15) calendar days prior to the date on which the meeting is scheduled to be held. The matters to be discussed and voted upon at any duly called meeting of the Board of Directors shall not be limited to those set forth in the notice of the meeting.

Section 5 - Quorum

Nine voting members of the Board of Directors shall constitute a quorum for the transaction of business.

Section 6 - Manner of Acting

A majority vote of the Board of Directors members present and voting at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the vote of a larger number is required by applicable law, the Articles of Incorporation, or these Bylaws.

Section 7 - Written Action

Any action that the Board of Directors could take at a duly called meeting of the Board, may be taken by a written action signed by two-thirds of the Directors, except that as to those matters requiring member approval, the written action must be signed by all of the Directors. Each Director may sign a separate counterpart of the written action, but all Directors will be notified in writing of the proposed action before voting takes place. Written actions of the Board of Directors, shall be reaffirmed during the next meeting of the Board of Directors.

Section 8 - Telephone Conference

Any action that the Board of Directors could take at a duly called meeting of the Board may be taken during a telephone conference of the Board members. A quorum must participate in the telephone conference in order to transact business. A notice of two business days is required to all Board of Directors in order to schedule a telephone conference of the Board for the purpose of transacting Academy business. Actions by telephone conference of the Board of Directors, shall be reaffirmed during the next meeting of the Board of Directors.

Section 9 - Executive Committee of the Board of Directors

The Executive Committee shall include the President, President-Elect, Treasurer and at least two other members from the Board of Directors appointed by the President, and the Executive Director, ex-officio. Meetings may be conducted by group meetings, conference call, or other electronic means of communication. The actions of the Executive Committee of the Board of Directors shall be reaffirmed during the next meeting of the Board of Directors.

ARTICLE VI - MISCELLANEOUS

Section 1 - Fiscal Year

The fiscal year of the Academy shall be from January 1 to December 31.

Section 2 - Journal - *NEUROLOGY*

The Journal *NEUROLOGY* shall be the official journal of the American Academy of Neurology.

Section 3 - Notice and Waiver of Notice

Notice is deemed given by a Fellow or member of the Academy or to an Officer of the Academy when it is in writing and mailed, e-mailed or delivered to the Academy or the Officer at the principal executive office of the Academy. In all other cases, notice is deemed given to a person when it is communicated to the person orally in person or by telephone or is in writing and telegraphed, mailed, or delivered to the person at the person's last known address. Notice by mail is given when it is deposited in the United States mail with sufficient postage affixed. Whenever any notice is required to be given by law, the Articles of Incorporation, or these Bylaws, a waiver of the notice may be executed in writing by the person or persons entitled to the notice, whether before, during, or after the time stated therein, and the waiver shall constitute the equivalent of receiving the notice.

Section 4 - Indemnification

To the full extent permitted by any applicable law, any person who is or was a director, officer, employee or agent of the Academy shall be indemnified by the Academy against any and all liability and reasonable expense incurred by reason of the person being or

having been a director, officer, employee or agent of the Academy, or by reason of any action taken or not taken in the course and scope of the person's service as such director, officer, employee or agent of the Academy, in the event that such person was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, wherever brought, whether civil, criminal, administrative or investigative, other than an action by or in the right of the corporation. Such person shall be entitled to reimbursement by the Academy of reasonable expenses in advance of the final disposition of a proceeding in accordance with, and to the full extent permitted by, any applicable law.

The rights of indemnification provided in this section shall not limit, but shall be in addition to, any other rights to which such director, officer, employee or agent may otherwise be entitled by contract, law or statute, or otherwise; and in the event of such person's death, such rights shall extend to such person's heirs, legal representatives, or successors. The foregoing rights shall be available whether or not such person continues to be a director, officer, employee or agent at the time of incurring or becoming subject to such liability and expenses, and whether or not the claim asserted against such person is based upon matters which antedate the adoption of this section.

The Academy, its directors and officers, shall be fully protected in making any determination under this section, or in making or refusing to make any payment under this section, in reliance upon the advice of counsel.

The Academy may, to the full extent permitted by applicable law, purchase and maintain insurance on behalf of any person who is or was a member of the Board of Directors, an officer or employee of this corporation or a member of a committee of this corporation against any liability asserted against such person in any such capacity.

If any provision of this section shall for any reason be determined to be invalid, the remaining provisions hereof shall not be affected thereby but shall remain in full force and effect.

Section 5 - Governing Law

These Bylaws and the policies of the American Academy of Neurology, and any disputes involving the Academy's Bylaws and policies, shall be construed according to, and governed by, the law of the State of Minnesota.

ARTICLE VII - AMENDMENTS

These Bylaws may be amended, altered or repealed at any meeting, annual or special, by the vote of at least two-thirds of the voting members present and voting, provided that any proposed amendment 1) has been submitted in writing to the Board of Directors by at least fifty members with voting rights or ten percent of the members with voting rights, whichever is less, or has been approved by the Board of Directors, and 2) notice thereof has been provided to the voting members by mail, e-mail, or fax at least one month prior to the meeting at which it will be acted upon.

These Bylaws shall be subject to a complete review and re-approval every ten years.

Revised
October 2, 2001 (Special Business Meeting)
April 16, 2002 (Annual Meeting)
April 1, 2003 (Annual Meeting)