

**Proposed Amendments
to be submitted to the membership
on April 15, 2008**

**Note: overstrikes or comments in the right margin
indicate deletions and underscoring indicates new language**

**BYLAWS
of the
American Academy of Neurology Professional Association**

ARTICLE I – OBJECTIVES, NAME, AND PRINCIPLES

Section 1 - Mission Statement

The American Academy of Neurology Professional Association (“Association”), a companion organization of the American Academy of Neurology (“Academy”), 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.

Section 2 – Purposes. - The American Academy of Neurology Professional Association 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.

Section 3 – Professional Association

The Association has been established as a professional association under Section 501(c)(6) of the Internal Revenue Code. Notwithstanding any other provisions of these Bylaws, the Association shall not carry on any activities not permitted to be carried on by any entity exempt from federal income taxes under Section 501(c)(6). No part of the income of the Association shall inure to the benefit of any individual. Upon the dissolution of the Association, the Board of Directors shall, upon paying or making provision for the payment of all liabilities of the Association, contribute all of the remaining assets of the Association to the American Academy of Neurology or to a tax exempt entity with the purposes similar to the Association.

ARTICLE II - MEMBERSHIP

Section 1 - Classes of Membership

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

Deleted: Affiliate

Section 2 – Fellows

Deleted: -

Fellows may be elected only from among physicians who meet the criteria in paragraphs 1 - 6:

Deleted:

Formatted: Font: Not Bold

- 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.

Deleted: ; and,

2) Whose chief interest is directed toward practice, teaching or research in the neurosciences.

Deleted: ;

3) Who have been Active members of the Academy or the Association or both for no less than seven consecutive years. The Membership Committee may waive the consecutive years requirement if the membership has briefly lapsed because of hardship or other exceptional circumstances.

Deleted: ;

4) Who have attended no less than five Academy or Association annual meetings after becoming an Active member.

Deleted: ; 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 generally that of associate professor or comparable status with evidence of significant 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.

Deleted: or

b. Service as a member of an Academy or Association committee or officer of a section or other official Academy or Association body.

c. Service as an officer in a state, regional, national or international neurological society.

d. Consistent, documented voluntary 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 upon recommendation by the Membership Committee.

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

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

Deleted: ¶

Formatted: Indent: Left: 0 pt

Section 3 - Corresponding Fellows

[Corresponding Fellows](#) may be elected from among physicians outside the United States and Canada [who meet the criteria in paragraphs 1 - 5](#):

Formatted: Font: Not Bold

1) Who have been recognized specialists in neurology in their country for at least five years.

Deleted: ;

2) Whose chief interest is directed toward practice, teaching or research in the neurosciences.

Deleted: ;

3) Who have been Corresponding Associate or Corresponding Active members of the Academy or Association or both for no less than seven [consecutive](#) years. [The Membership Committee may waive the requirement for consecutive years if a member's membership has briefly lapsed because of hardship or other exceptional circumstances.](#)

Deleted: ;

4) Who have attended no less than three Academy or Association annual meetings after becoming a Corresponding Associate or Corresponding Active member.

Deleted: ; 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

[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

[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

[Junior members](#) may be elected from among physicians [or post-doctoral fellows](#):

- 1) Who have graduated from an accredited or recognized medical school or a school of osteopathy, and who are engaged in postgraduate studies directed toward completing a neurology training program or
- 2) Doctors of Philosophy (pHD) who are completing post-doctoral research training.

Deleted: ,

Deleted: ¶
¶
2) . W

Junior physician members shall automatically be transferred to Associate membership upon completion of residency and/or fellowship 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.

Junior physician members shall be automatically transferred to Active membership upon completion of residency and/or fellowship training and 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.

Junior post-doctorate members shall be automatically transferred to Research Scientist category upon completion of their research training.

Section 7 - Associate Members

Associate members may be elected from among physicians:

- 1) Fully trained in clinical neurology, not yet certified by an official body in their country, and no longer eligible for Junior membership;
- 2) Trained in and practicing clinical neurology but not eligible for Active membership; or
- 3) Practicing in clinical fields related 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 - Research Scientist Members

Deleted: Affiliate Membership

Research Scientists may be elected from non-physicians with advanced degrees engaged in research relating to neurology. Applicants must demonstrate substantial contributions to the scientific basis of neurology as determined by the Membership Committee.

Deleted: 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.¶
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.

Section 9 – Non-neurologist Clinician Members

Non-neurologist members may be elected from among non-physicians who are licensed practitioners contributing to the clinical practice of neurology. Applicants must be engaged in clinical practice relating to neurology as determined by the Membership Committee.

Section 10 – Business Administrator Members

Business Administrator members are elected from among professionals engaged in managing academic or private neurologic practices. Applicants must demonstrate that they are engaged in the management of a neurologic practice as determined by the Membership Committee.

Section 11 - Student Members

Deleted: 9

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.

Full-time graduate students enrolled in an advanced degree program in the United States and Canada may become Student members. Students may be in any year of advanced degree 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 12 - Honorary Members

Deleted: 0

Honorary members may be elected from members and non-members of the Association. 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 or may be proposed to the Membership Committee from the membership-at-large. Honorary nominations proposed to the Membership

Committee must bear the signature of two sponsors who are Fellows in the Association, a substantiating written statement, and a current curriculum vitae.

Nominees for Honorary membership must be approved by the Membership Committee and the Board of Directors. Honorary members who are currently Association members will retain the rights and privileges of their most recent category of Association membership. Honorary members will have no financial obligations to the Association, but may continue to receive Neurology through the Association.

Deleted: The Membership Committee will automatically review members applying for Senior status for consideration of Honorary membership.

Deleted: the journal *NEUROLOGY*

Formatted: Font: Not Bold

Formatted: Font: Not Bold

Formatted: Font: Not Bold, Italic

Elections to the Honorary membership category will be usually limited to no more than five 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 and Association are eligible to be considered for Honorary membership with the procedure described.

Section 13 - Senior Members

Deleted: 1

Senior members may be elected from among Fellows, Corresponding Fellows, Active, Corresponding Active, or Associate members who have been Academy or Association members or both for a period of no less than five years and are fully retired from the active practice of clinical neurology or research or work less than fifteen hours per week of professional activity or are disabled. Senior members will have no financial obligations to the Association, but may continue to subscribe to Neurology through the Association.

Deleted: the journal *NEUROLOGY*

Formatted: Font: Italic

Formatted: Font: Italic

Deleted: ¶

Deleted: 2

Section 14 - Procedure for Application to Membership

Application for membership shall be made in writing or online 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. An electronic signature is acceptable.

Application for Fellow and Corresponding Fellow must include the written recommendation of two Fellows or Corresponding Fellows. Application for Student membership requires verification of full-time student status from the Dean of Students or other appropriate certifying office. Applications for Junior physician membership from residents within the United States and Canada must bear the signature of two sponsors who are Fellows or Active members of the Association. Applications for post-doctorate membership must bear the signature of two sponsors, one of whom may be a Research Scientist member or a Non-neurologist Clinician member.

Deleted: ship

Deleted: 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 Association members or local neurologists from applicant's country.

Deleted: 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 Association.

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

Deleted: ship
Deleted: ship

Section 15 - Voting and Holding Office in the Association

Deleted: 3

The only classes of membership entitled to vote on any matter during any annual or special business meeting of the Association 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 Association shall be a Fellow, or Honorary or Senior member whose prior classification was Fellow.

Section 16 - Fees, Dues, and Assessments

Deleted: 4

- 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 17 - Termination of Membership

Deleted: 5

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 Association of a Member who is in arrears and whose dues, fees, and assessments for a year are not paid in full by December 31 of that year (twelve months' delinquent) shall be considered for termination by the Membership Committee.

Deleted: the following
Deleted: two- years
Deleted: Board of Directors at its next scheduled meeting

Once a Member who is in arrears is dropped from the Association membership, he or she may request to be reinstated.

Deleted: pay back dues or reapply

Section 18 - Disciplinary Action

Deleted: Either action must receive the approval of the Board of Directors.

The Association shall consider disciplinary action for any professional misconduct on the part of any Member for which similar action has been taken by a state or

Deleted: 6

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 Association'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 Association. 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 Association membership.

Section 19 - Fair Hearing

Deleted: 7

A Fair Hearing procedure, as adopted by the Board of Directors, shall be made available in the event a professional review action by the Association 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 Association 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 business session at each annual meeting of the Association 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 Association 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 Association shall be given to all Members not less than ninety days prior to the date on which the meeting is to begin. Notice of special scientific and business meetings of the Association shall be provided at least thirty 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 Association, a quorum shall consist of not less than thirty 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 Association at the annual meeting or special meetings.

Section 7 - Standing Rules

The Board of Directors may adopt Standing Rules, which may be amended or revised from time to time, but may not be inconsistent with the Articles of Incorporation or Bylaws.

Section 8 - Parliamentary Authority and Rules of Order

The deliberations of the Association, 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 Association.

ARTICLE IV - COMPOSITION OF THE BOARD OF DIRECTORS

Section 1 - Directors

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

Ex-officio voting members of the Board shall be the Editor-in-Chief of Neurology, Chair or Vice-Chair of the AAN Enterprises, Inc., Board of Directors (who must be a member of the Association), and Chair of the American Academy of Neurology Foundation.

Deleted: NEUROLOGY

Formatted: Font: Italic

The AAN Executive Director shall be an ex-officio, non-voting member of the Board.

Deleted: chairman or vice-chairman of the AAN Enterprises, Inc., Board of Directors, who must be a member of the Association, and the

Deleted: s

Section 2 - Election

Election of Officers shall be held at the Annual Business Meeting of the Association 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 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 years. These members may be nominated to a second consecutive two-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-year term, or until a successor is elected, commencing on the first day following the annual meeting at which they were elected. 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 Association 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.

Association 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 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. The President shall preside at all business sessions of the membership of the Association; shall act as chief spokesperson of the Association 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 Association policies and programs are formulated and executed; shall serve no more than one term as President; is responsible for making appointments to standing committees; may create ad hoc committees and appoint Association representatives to civic, professional, and governmental organizations as may be required to execute the business and affairs of the Association.

Section 6 - President-Elect

The President-Elect shall automatically become the President of the Association upon completion of the President's term. The President-Elect shall assist the President in the performance of the President's 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 the Vice-President returns to that office.

Section 8 - Treasurer

The Treasurer shall ensure that the Association maintains accurate financial records; review Association expenditures and financial status on a regular basis to ensure overall financial integrity; submit the financial accounts of the Association 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 Association; 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; and 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 serve on the Board of Directors as an ex-officio voting member.

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 Association at the next annual business meeting to fill the unexpired term.

Section 15 - Removal from Office

Any Board member of the Association 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 Association.

ARTICLE V - RESPONSIBILITIES OF THE BOARD OF DIRECTORS

Section 1 - Authority

The Board of Directors shall manage all the business and affairs of the Association. 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 Association 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 Association 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 Association. 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 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 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 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 Association 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 Association shall be from January 1 to December 31.

Section 2 - Journal - *NEUROLOGY*

The Journal *NEUROLOGY* shall be the official journal of the Association.

Section 3 - Notice and Waiver of Notice

Notice is deemed given by a Fellow or member of the Association or to an Officer of the Association when it is in writing and mailed, e-mailed or delivered to the Association or the Officer at the principal executive office of the Association. 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 Association shall be indemnified by the Association 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 Association, 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 Association, 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 Association 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 Association, 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 Association 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 Association, and any disputes involving the Association's Bylaws and policies, shall be construed according to, and governed by, the law of the State of Minnesota.

Section 6 – Transition

On the effective date of these Bylaws, all members of the American Academy of Neurology shall automatically become members of the Association in their

existing membership class, and all applications for membership in the Academy shall be considered applications for membership in the Association.

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.

Adopted by
Incorporator on May 29, 2007
AANPA Board of Directors on June 9, 2007

Proposed amendments drafted by
Murray G. Sagsveen, JD, CAE
AAN and AANPA General Counsel
March 10, 2008