



BYLAWS
of the
American Academy of Neurology
(Effective April 23, 2012)

ARTICLE I – OBJECTIVES

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

The Academy 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 Academy 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 Academy shall inure to the benefit of any individual. Upon the dissolution of the Academy, the Board of Directors shall, upon paying or making provision for the payment of all liabilities of the Academy, contribute all of the remaining assets of the Academy to the American Academy of Neurology Institute.

ARTICLE II - MEMBERSHIP

Section 1 - Classes of Membership

The Board of Directors shall establish the requirements for Fellows and other membership categories.

Section 2 - Voting and Holding Office in the Association

The only classes of membership entitled to vote on any matter during any annual or special business meeting of the Academy shall be Fellows, unless the Board of Directors authorizes other membership classes to vote. The only class of membership entitled to hold any elected office in the Academy shall be a member who has achieved Fellow status.

Section 3 - Fees, Dues, and Assessments

The Board of Directors shall establish dues, assessments, and other fees for each class of membership.

Section 4 - Termination of Membership

The Board of Directors shall adopt policies concerning termination and reinstatement of membership.

Section 5 - Disciplinary Action

The Academy may discipline any member for professional misconduct.

The Board of Directors shall adopt a Disciplinary Action Policy to govern all disciplinary actions.

Disciplinary proceedings may result in censure, suspension, or expulsion from membership. 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 membership.

ARTICLE III - MEETINGS AND VOTE OF MEMBERS

Section 1 - Annual Meeting

The Board of Directors shall conduct an annual meeting for educational courses, science programs, and a business meeting.

Section 2 - Special Meetings

The Board of Directors may also call special meetings of the Academy.

Section 3 - Notice

Notice of each annual meeting 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 meetings shall be provided at least thirty days prior to the date on which the meeting is to begin.

Section 4 - Quorum

At any annual or special meeting, a quorum shall consist of not less than thirty voting members, except as required in these Bylaws.

Section 5 - Vote

If a quorum is present, a majority vote of the voting members present shall be required to constitute approval of 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 members at the annual meeting or special meetings.

ARTICLE IV - COMPOSITION OF THE BOARD OF DIRECTORS

Section 1 - Directors

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

The 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 Academy), Chair of the Government Relations Committee, and Chair of the Medical Economics and Management Committee.

The Executive Director shall be an ex-officio, non-voting member 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 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 members present and voting shall be sufficient for election to that office. Voting shall not be cumulative.

Section 3 - Term of Office

The Vice-President, Secretary, Treasurer and Directors of the Board shall serve for a term of two years. The Directors of the Board may be nominated to serve three consecutive two-year terms in office. The Vice-President, Secretary and Treasurer may be nominated to a second consecutive two-year term in the same office. The Board shall stagger the terms of Directors so that the term of one-third of the Directors 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 or Vice-Chair of the AAN Enterprises, Inc., Board of Directors will coincide with the term in which that member holds office.

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 Chair of the AAN Enterprises, Inc., Board of Directors.

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 submitted at least two weeks before the date of the election by a written petition, signed by one hundred or more voting members, 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 Academy; shall act as chief spokesperson 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 term as President; is responsible for making appointments to 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 the President's duties whenever requested to do so; and shall have all other duties and responsibilities assigned by the President or the Board of Directors.

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 assigned by the President or the Board of Directors. 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 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 perform the duties assigned by the President or Board of Directors.

Section 10 - Directors

The President or Board of Directors may assign additional duties to directors.

Section 11 - Immediate Past-President

The President or Board of Directors may assign additional duties to the Immediate Past-President.

Section 12 - 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 elected by the voting 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 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 until it is adopted, ratified, or approved by the Board of Directors unless the Board of Directors has specifically delegated authority to a committee, section, representative, agent, or employee and such delegation is stated in the Board's minutes.

The Board of Directors shall employ an Executive Director, determine the duties and salary of the Executive Director, and establish the policies pertaining to that office.

Section 2 - Meetings

The Board of Directors shall meet at least 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 3 - 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 4 - Quorum

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

Section 5 - 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 6 - 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 included in the minutes of the previous Board meeting and reaffirmed during the next meeting of the Board of Directors.

Section 7 - 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 included in the minutes of the previous Board meeting and reaffirmed during the next meeting of the Board of Directors.

Section 8 - 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 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.

Section 9 – Policies

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

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 Academy.

The Board of Directors shall appoint the Editor-in-Chief, who shall have responsibility for all the contents of the journal *NEUROLOGY* and oversee the activities of the Editorial Board. The Editor-in-Chief will serve one six-year term, which is renewable for another four-year term.

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 (5) 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 (10) names to the Executive Committee and the Editor-in-Chief, who shall jointly select five (5) committee members and shall designate the chair of the Committee. If the Executive Committee and the Editor-in-Chief cannot agree on five (5) members from the initial list, the Nominating Committee shall submit additional names until the Executive Committee and the Editor-in-Chief agree on five (5) 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 3 - Notice and Waiver of Notice

Notice is deemed given by a 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, presidential appointee or other member authorized to act on behalf of or represent the Academy, 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, presidential appointee or other member authorized to act on behalf of or represent the Academy, 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 Academy, 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.

Section 6 – Parliamentary Procedure

The membership during the annual business meeting, Board of Directors, and committees shall be governed by the current version of *Roberts Rules of Order* unless superseded by the Articles of Incorporation, Bylaws, or policies adopted by the Board of Directors.

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.

Adopted by
Incorporator on May 29, 2007
AANPA Board of Directors on June 9, 2007
Members on April 15, 2008
Members on April 28, 2009
Members on April 13, 2010
Board of Directors on December 2, 2010 (Policy 2010-23)
Members on April 23, 2012

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