

BYLAWS
of
AMERICAN ACADEMY OF NEUROLOGY INSTITUTE

ARTICLE I –MISSION AND RELATIONSHIP TO PARENT

Section 1 – Mission

The mission of the American Academy of Neurology Institute is to promote the highest quality patient-centered neurologic care.

Section 2 – Sole Voting Member

As set forth in the Articles of Incorporation, the Institute has a sole voting member which is its parent corporation known as the American Academy of Neurology (that entity itself a Minnesota nonprofit corporation exempt from federal income tax under Section 501(c)(6) of the Internal Revenue Code). An annual meeting of voting members or otherwise is not required.

ARTICLE II – NUMBER AND REQUIRED COMPOSITION OF THE BOARD OF DIRECTORS

The Board of Directors shall be composed of the following Directors:

- a. The President, President-Elect, Immediate Past President, Vice-President, Treasurer and Secretary of the American Academy of Neurology, *ex-officio*.
- b. The nine elected directors of the American Academy of Neurology, *ex-officio*.
- c. The Secretary-Treasurer elected pursuant to Section 3.
- d. The Chair of the Education Committee, *ex-officio*.
- e. The Chair of the Practice Committee, *ex officio*.
- f. The Chair of the Science Committee, *ex-officio*.
- g. The Editor-in-Chief of *Neurology*, *ex officio*.
- h. The Chair of the American Brain Foundation, *ex-officio*.

The Executive Director shall be an *ex-officio*, non-voting member of the Board. The term of each *ex officio* Director shall coincide with the term in which they hold their office in the parent corporation.

ARTICLE III -OFFICERS

Section 1 – President

The President of the American Academy of Neurology shall be the Chair of the Board of Directors, and as Chair exercise the functions of the office of president as defined by *Minnesota Statutes 317A.305*, as now enacted or later amended. In addition to those functions, the Chair shall act as chief spokesperson of the Institute 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 Institute policies and programs are formulated and executed; is responsible for making appointments to committees; and may create ad hoc committees and appoint Institute representatives to civic, professional, and governmental organizations as may be required to execute the business and affairs of the Institute.

Section 2 –Secretary-Treasurer

The Secretary-Treasurer shall exercise the functions of the office of treasurer as defined by *Minnesota Statutes 317A.305*, as now enacted or later amended. In addition, the Secretary-Treasurer shall ensure that the Institute maintains accurate financial records; review Institute expenditures and financial status on a regular basis to ensure overall financial integrity; submit the financial accounts of the Institute to an annual independent audit; develop and present financial recommendations to the Board of Directors; and perform other duties assigned by the Chair or Board of Directors. The Secretary-Treasurer may not serve during that individual's term in office on the Board of Directors of the American Academy of Neurology.

Election of the Secretary-Treasurer shall be held during odd-numbered years beginning in 2015 at the first regular meeting of the year, and the affirmative vote of a majority of the voting members of the Board of Directors present and voting shall be required for election to office. The Executive Committee shall nominate a Fellow of the Academy to be considered for election at least thirty days prior to the election. The Secretary-Treasurer shall serve a term of two years and may be nominated to a consecutive two-year term. The term of the Secretary-Treasurer shall commence on the first day following the meeting at which the election occurs.

In the event of resignation or removal of the Secretary-Treasurer, the Executive Committee shall nominate a successor for consideration for election by the Board of Directors at its next regular meeting to fill the unexpired term. Until such time as a successor has been elected by the Board, the duties of the position shall be situated in the Vice Chair.

The Secretary-Treasurer 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 Institute.

Section 3 – Duties of Other Officers

The President-Elect of the American Academy of Neurology shall serve as the Chair Elect of the Institute. The Chair Elect shall assist the Chair in the performance of the Chair's duties whenever requested to do so; and shall perform all other duties assigned by the Chair and Board of Directors.

The Chair shall appoint from the Board of Directors a Vice Chair who shall perform duties as assigned by the Chair. In the absence or the disability of the Chair, the Vice Chair shall perform the duties of the Chair.

The Chair or Board of Directors may assign additional duties to the Directors and other officers.

ARTICLE IV- RESPONSIBILITIES, MEETINGS AND ACTIONS OF THE BOARD OF DIRECTORS

Section 1 - Authority

The Board of Directors shall manage all the business and affairs of the Institute. The Board of Directors shall have all powers and responsibilities conferred upon the Board of Directors of a nonprofit corporation by *Minnesota Statutes* Chapter 317A, 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, representatives to professional and governmental organizations, agents, and employees; and no action or policy shall be the action or policy of the Academy 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.

Section 2 - Meetings

The Board of Directors shall hold no less than two regular meetings each year. Special meetings of the Board of Directors may be called by the Chair or at the written request of five members of the Board addressed to the Secretary-Treasurer at no less than twenty calendar days' notice.

Section 3 – Notice of Regular Meetings

Notice of each regular meeting of the Board of Directors shall be given by the Secretary-Treasurer 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. Notice shall be given personally, or by mail (postage prepaid), telephone, or mode of electronic communication consented to by the Director (for example, e-mail or fax) to the mailing address, phone number, or electronic address provided by the Director. Any Director may waive notice of a meeting of the Board before, at or after the meeting, orally, in writing or by attendance. Attendance by a Director at a meeting is a waiver of notice of that meeting, unless the Director objects at the beginning of the meeting to the transaction of business because the meeting is not lawfully called or convened and does not participate in the meeting.

Section 4 – Quorum and Participation by Electronic Means of Communication

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

A Director may participate in a meeting by any means of communication through which such person, other persons so participating, and all persons physically present at the meeting may simultaneously hear each other during the meeting. Participating in a meeting by that means

constitutes presence in person at the meeting. A conference among Directors by any means of communication, in-person or remote, through which such persons may simultaneously hear each other during the conference is a meeting of the Board of Directors if the same notice is given of the conference as would be required for a meeting, and if the number of persons participating in the conference would be sufficient to constitute a quorum at a meeting. Participation in a meeting by that means constitutes presence in person at the meeting.

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 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. To be effective, a written action must be either scribed with a signature or consented to by authenticated electronic communication, by the requisite number of Directors whose number makes up the required percentage of all Directors then seated who are entitled to vote on the action. For such action to be effective, upon signature or consent of the last required Director, immediate notice of the action shall be made to all Directors. Unless delayed to a later specified time in the action, the action shall be effective at the time that notice is made to all Directors. Written actions of the Board of Directors shall be included in the minutes of the previous Board meeting.

Section 7- Executive Committee of the Board of Directors

Between meetings of the Board of Directors, the Board's power is delegated to an Executive Committee comprised as follows: the Chair, Chair-Elect, Treasurer-Secretary and at least two other members from the Board of Directors appointed by the Chair. Meetings may be conducted by conference call or other electronic means of communication. The actions of the Executive Committee shall be reported to the Board of Directors.

Section 8 – 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 V- MISCELLANEOUS

Section 1 - Fiscal Year

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

Section 2 - Indemnification

To the full extent permitted by any applicable law, any person who is or was a director, officer, chair appointee or other person authorized to act on behalf of or represent the Institute, employee or agent of the Institute shall be indemnified by the Institute against any and all liability and reasonable expense incurred by reason of the person being or having been a director, officer, appointee or other person authorized to act on behalf of or represent the Institute, employee or agent of the Institute, 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 Institute, 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 Institute 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 Institute, 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 Institute 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 3- Governing Law

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

ARTICLE VI- AMENDMENTS

As set forth in the Articles of Incorporation, these Bylaws may be amended, altered or repealed at any meeting, regular or special, by the vote of at least a majority of the Board of Directors.

History:

October 2, 2001 (Special Business Meeting)
April 16, 2002 (Annual Meeting)
April 1, 2003 (Annual Meeting)
April 27, 2004 (Annual Meeting)
May 1, 2007 (Annual Meeting)
April 15, 2008 (Annual Meeting)
April 28, 2009 (Annual Meeting)
April 13, 2010 (Annual Meeting)
December 2, 2010 (Board of Directors; Policy 2010-40)
June 18, 2012 (Board of Directors; Policy 2012 - _)