BYLAWS

of

The American Academy of Neurology Institute

(Effective December 6, 2010)

ARTICLE I - OBJECTIVES

The mission of the American Academy of Neurology Institute is to advance the art and science of neurology, and thereby promote the best possible care for patients with neurological disorders.

ARTICLE II - COMPOSITION OF THE BOARD OF DIRECTORS

Section 1 – Directors and Officers

The directors and officers of the American Academy of Neurology shall be ex officio directors of the Institute.

Section 2 - President

The President shall be the Chairman of the Board of Directors. The President 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; 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 3 - Treasurer

The 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 performs other duties assigned by the President or Board of Directors.

Section 4 – Duties of Directors and Other Officers

The President or Board of Directors may assign additional duties to the Directors and other officers.
ARTICLE III - RESPONSIBILITIES 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 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, 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.

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. 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

Members of the American Academy of Neurology Executive Committee shall be ex officio members of the Institute Executive Committee. 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 IV - MISCELLANEOUS

Section 1 - Fiscal Year

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

Section 2 - Notice and Waiver of Notice

Notice is deemed given to an Officer of the Institute when it is in writing and mailed, e-mailed or delivered to the Institute or the Officer at the principal executive office of the Institute. 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 electronically delivered, mailed, or otherwise 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 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, presidential 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 5 - 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 V - 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 Board of Directors.

Revised
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)

MGS:20101120