



# **BYLAWS of the American Academy of Neurology**

## **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**

A member of the Academy may be subject to discipline by the Academy if the member's conduct conflicts with the professional standards and ethical principles of the Academy. The Board of Directors shall adopt a Disciplinary Action Policy to govern all disciplinary procedures and actions.

### **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 of the Advocacy Committee, Chair of the Medical Economics and Practice Committee, Chair of the Member Engagement Committee, and Chair of the Diversity, Equity, and Inclusion Committee. The Chief Executive Officer (CEO) 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 terms of the ex officio voting members will coincide with the term in which each 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 ex officio voting members.

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 forty-five days before the date of the election by a written petition, signed by one hundred or more voting members, filed with the CEO together with a signed statement by the nominee setting forth willingness to serve if elected.

### **Section 5 - President**

The President shall be the Chair of the Board of Directors. The President shall preside at all business sessions of the membership of the Academy; shall act a 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 serve no more than one term as President; is responsible for making appointments to committees; and may create ad hoc task forces and appoint Academy representatives to professional 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; ensure financial accounts of the Academy are submitted to an annual independent audit; present the Academy's financial status to the Board of Directors; and perform 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 13 - 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 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 a CEO, determine the duties and salary of the CEO, and establish the policies pertaining to that office. The CEO's duties include: having general active management of the business of the Academy; acting as the chief spokesperson of the Academy; ensuring orders and resolutions of the Board of Directors are carried into effect; having the authority to sign and deliver in the name of the Academy deeds, mortgages, bonds, contracts, or other instruments pertaining to the business of the Academy; and maintaining records proceedings of the Board and the members.

## **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 CEO 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**

A majority of the 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. An email from a director is considered

signed approval. Written actions of the Board of Directors shall be included in the minutes of the previous Board meeting.

### **Section 7 - Remote Communications**

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. "Remote communication" means communication via electronic communication, conference telephone, video conference, the Internet, or such other means by which persons not physically present in the same location may communicate with each other on a substantially simultaneous basis.

### **Section 8 - Executive Committee of the Board of Directors**

Between meetings of the Board of Directors, the Board's power is delegated to an Executive Committee which shall include the President, President-Elect, Treasurer and at least two other members from the Board of Directors appointed by the President, and the CEO, ex officio. Meetings may be conducted by conference call or other remote communications. The actions of the Executive Committee shall be reported to 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***

- A. The Journal *NEUROLOGY* shall be the official journal of the Academy.
- B. 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 five-year term, which is renewable for another five-year term, unless otherwise approved by the Board of Directors.

1. 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*.
2. 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**

- A. To the full extent permitted by any applicable law, subject to the limitations set forth in this Article VI, Section 4, this corporation shall indemnify each person made or threatened to be made a party to any threatened, pending or completed civil, criminal, administrative, arbitration, or investigative proceeding,



other than a proceeding by or in the right of this corporation, against the expenditures set forth below, by reason of the former or present official capacity of the person. For the purposes of this Section, "official capacity" means:

1. Any person who is or was a director, officer, presidential appointee or other member authorized to act on behalf of or represent the Academy, a member of a committee of the board, an employee or agent of the Academy; or
  2. A director, officer, presidential appointee or other member authorized to act on behalf of or represent the Academy, a member of a committee of the board, or an employee or agent of the Academy, who while serving in this capacity, is or was serving another organization or employee benefit plan at the request of the Academy.
- B. Indemnification of those acting in an official capacity is mandatory, if, with respect to the acts or omissions of the person complained of in the proceeding, the person:
1. Has not been indemnified by another organization or employee benefit plan for the same liability described in the preceding paragraph with respect to the same acts or omissions;
  2. Acted in good faith;
  3. Received no improper personal benefit and Minnesota Statutes Section 317A.255, as now enacted or hereinafter amended, regarding conflicts of interest has been satisfied;
  4. In the case of a criminal proceeding, did not have reasonable cause to believe the conduct was unlawful; and
  5. In the case of acts or omissions occurring in the official capacity of an individual described in Section 4.1(a), reasonably believed that the conduct was in the best interests of this corporation, or in the case of acts or omissions occurring in the official capacity of an individual described in Section 4.1(b), reasonably believed that the conduct was not opposed to the best interests of this corporation.
- C. A person acting in an official capacity who is eligible for mandatory indemnification 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.

- D. The rights of indemnification provided in this section shall not limit, but shall be in addition to, any other rights to which such person acting in an official capacity 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.
- E. Determination of eligibility for indemnification payments or advances shall be made in accord with Minnesota Statutes Section 317A.521, as now enacted or hereinafter amended.
- F. 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 director, 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.
- G. 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.

*History:*

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

Members on April 23, 2012

Members on April 28, 2014

Members on April 20, 2015

Members on April 22, 2017

Ex officio committee chair references revised on May 11, 2019

Members on April 17, 2021

Members on April 22, 2023