



American Neurological Association Bylaws Amendment October 2019

ARTICLE I OFFICES

Section 1: Principal Office: The Association is incorporated under the laws of the State of Minnesota and shall have such offices as the Board of Directors shall determine from time to time.

Section 2: Purpose: The Association is organized and shall be operated according to the purpose described in Article II of the Articles of Incorporation.

ARTICLE II BOARD OF DIRECTORS

Section 1: Powers of Board of Directors: The business and affairs of this Association shall be managed by the Board of Directors.

Section 2: Number and Composition of Board of Directors: The Board of Directors shall be composed of no more than sixteen (16) Directors, up to ten (10) elected Directors, the five (5) elected officers of the Association, and the immediate Past-President of the Association. In addition, the Editors-In-Chief of the Association's journals (Annals of Neurology and Annals of Clinical and Translational Neurology), and the chair of the Junior and Early Career Membership Committee shall serve as ex-officio members of the Board of Directors with voice but no vote and shall not be considered in determining a quorum at the meetings of the Board of Directors.

Section 3: Terms and Election of the Board of Directors: The President, President Elect, Vice President and Immediate Past President shall serve for a term of two (2) years. The Secretary and Treasurer serve a maximum of two successive terms of two (2) years each. Of the ten (10) elected directors who are not officers, three (3) or four (4) shall be elected annually by the members to serve a term of three (3) years each and shall serve staggered terms as determined by the Board.

Section 4: Resignation: Any elected director may resign upon presenting to the Board his/her resignation in writing.

Section 5: Removal from Office: Any elected Director may be removed from the Board as such by the affirmative vote of two-thirds (2/3) of the Board at any meeting thereof, upon written notice setting forth the reasons and grounds thereof, with the Director subject to the removal motion provided the opportunity to respond in write no later than ten (10) days prior to the date of such meeting. This notice must be mailed to his/her last mailing address.

Section 6: Vacancies: Should any elected director die, resign, retire, be removed or disqualified, or otherwise vacate his/her office, the position will remain vacant until the Nominating Committee meets and nominates a person to fill the unexpired term at the next annual meeting.

Section 7: Meeting of the Board of Directors:

- A. Regular Meetings: The Board shall meet annually and at such other times as the business of the Association shall require.
- B. Special Meetings: Special meetings of the Board for any purpose or purposes shall be called at any time by the President or, if he/she is absent or unable to act, by the Vice President or by any other three (3) officers and/or directors.
- C. Notice of Regular and Special Meetings: Notice of the time and place of regular or special meetings shall be delivered personally, electronically or by mail or other form of written communication at least forty-eight (48) hours before the time of the holding of the meeting. Said notice need not specify the purpose of the meeting or the nature of the business to be conducted.
- D. Meetings by Communications Equipment. Members of the Board, or any committee designated by the Board, may take any action permitted or authorized by these Bylaws by meeting using any means of communication by which all Directors may simultaneously communicate with each other during the meeting.
- E. Informal Action: Action may be taken by the Board without meeting if written consent to the action in question is signed by all of the directors and filed with the minutes of the proceedings of the Board, whether done before or after the action taken.

Section 8: Quorum: The presence of a majority of voting directors shall constitute a quorum necessary to hold a meeting. Further, a majority of directors voting at a meeting at which a quorum exists is necessary for the Board to take action.

ARTICLE III OFFICERS

Section 1: Officers: The officers of the Association shall be a President, a President-Elect, a Vice President, a Secretary, and a Treasurer.

Section 2: Term: Officers shall not succeed themselves with the exception of the Secretary and the Treasurer, each of whom may be elected to a maximum of two successive terms of two (2) years each. The President, President-Elect, Vice President, and Immediate Past President shall each serve a two-year term. Each Officer shall hold his/her office for the designated term unless he/she resigns or is removed or otherwise disqualified to serve.

Section 3: Resignation: Any officer may resign upon presenting to the Board his/her resignation in writing. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein.

Section 4: Removal from Office: Any officer may be removed from office for cause by the affirmative vote of two-thirds of the Board at any meeting thereof, upon written notice setting forth the reasons and grounds thereof, with the Officer subject to the removal motion provided

the opportunity to respond in writing no later than 10 days prior to the date of such meeting. This notice must be mailed to his/her last mailing address.

Section 5: Duties of Officers:

- A. President: The elected President shall be the chief executive officer of the Association and shall, subject to the control of the Board, have general supervision, direction and control of the business and officers of the Association. He/she shall preside at all meetings of the Board. He/she shall be ex-officio member of all the standing and ad hoc committees and shall have the general powers and duties usually vested in the office of the President of a corporation and shall have other such powers and duties as may be prescribed by the Board or these bylaws.
- B. Vice President: In the absence or disability of the President, the Vice President shall perform the duties and exercise the powers of the office of the President. In the absence or disability of the President and Vice President, the Past President shall perform the duties and exercise the powers of the office of the President. In addition, the Vice President shall perform such other duties and have such other powers as the Board shall prescribe.
- C. President-Elect: The President-Elect serves a two-year term, at the conclusion of which he or she will ascend to the position of President for a two-year term. Following the Presidency, he or she will automatically rotate to the position of Immediate Past-President. This position, therefore, results in a 6-year term on the Board of Directors. The primary responsibility of the President is to act as Chief Executive Officer of the Association, who shall, subject to control of the Board of Directors, have general supervision, direction and control of the business and officers of the Association. The President-Elect also serves as the Chair of the ANA Audit Committee during his or her term.
- D. Secretary: The Secretary shall keep, or cause to be kept, a book of minutes at the principal office of the Association, or such other place as the Board may order, of all meetings of the Board and Executive Sessions, with the time and place of holding, whether regular or special, and if special, how authorized, the notice thereof given, the names of those present at Board meetings, and the proceedings thereof.

The Secretary shall give, or cause to be given, notice of all meetings required by these bylaws. He/she shall have the responsibility of overseeing the arrangements for the annual meeting of the Association and shall have such other powers and perform such other duties as may be prescribed by the Board or by these bylaws.
- E. Treasurer: The Treasurer shall oversee all moneys and other valuables in the name of and to the credit of the Association with such depositories as may be designated with the approval of the Board. He/she shall oversee the disbursement of the funds of the Association as may be ordered by the Board and shall render to the President and the Board, wherever it is requested, an account of all of the financial transactions and an accounting of the financial condition of the Association. He/she shall oversee the collection of the dues; he/she shall develop and recommend an annual budget in cooperation with the Finance Committee and the Executive Director; he/she shall ensure that all funds, physical assets and other property of the Association are appropriately

safeguarded and administered; and shall have such other powers and perform such other duties as may be prescribed by the Board or by these bylaws.

F. Executive Director: The Board of Directors has the power to engage an Executive Director and/or a management company, as well as the power to terminate any such relationship, in accordance with policies adopted by the board. The Executive Director will recommend and participate in the formulation of new policies and make decisions within existing policies, as they have been approved by the Board. He/she will plan, organize, direct and coordinate the staff, programs and activities of the Association to assure that objectives are attained, plans filled, and member needs met.

Section 6: Succession: In case of the temporary or permanent absence of the President, the Vice President shall assume the duties, prerogatives and privileges of the President; if both the President and Vice President are absent, the immediate Past-President shall assume the duties of the absent officers. In the continued inability of the President and Vice President to perform their functions, the Board shall elect officers to fill these offices. A vacancy in any office, other than President-Elect, occurring for any reason, shall be filled for the unexpired term of the office vacated by a majority vote of the Board.

ARTICLE IV COMMITTEES

Section 1: Standing Committees: The Board shall establish those committees deemed necessary to assist the Board in the conduct of the affairs of the Association. Except as may be otherwise provided in the bylaws, all committees will be appointed by the President, who shall be an ex-officio member of each with the right to vote and confirmed by the Board.

Section 2: Scientific Program Advisory Committee (SPAC): A Scientific Program Advisory Committee shall be appointed each year to make recommendations to the Board as to the format and content of the Annual Meeting within guidelines which shall be set forth from time to time by the Board. The Committee shall select all contributions for presentation.

Section 3: Nominating Committee: The Nominating Committee shall consist of seven (7) members, of which no more than three (3) shall be currently serving on the Board. The Chair of the Nominating Committee shall be a Past President, but not the immediate Past President. The Nominating Committee shall operate according to the policies adopted by the Board. No institution shall be represented by more than one (1) member. The Committee shall be appointed by the President at the time of the annual meeting of the Board, and the names of the Committee members shall be communicated to the membership of the Association as soon thereafter as is practical, with the request that appropriately documented recommendations be submitted in writing to the chairperson. The chairperson shall report a list of nominees for the ensuing year to be voted on by members at the Business Meeting at the annual meeting of the Association. The Nominating Committee shall develop a slate of individuals for vacant officer and board positions to be submitted to the Board for review and election by the members. Other than the President serving as an ex-officio member as provided in Section 1, Article IV, no Nominating Committee member shall be eligible to serve on the Board of Directors during their term on the Nominating Committee. Sitting Board members (officers or directors) are prohibited from nominating current Board members for open Board of Directors or Officer positions prior to fulfilling their elected term on the Board of Directors.

Section 4: ANA Audit Committee. There shall be a standing committee to oversee the integrity

of ANA's financial accounting process and systems of internal controls regarding finance, accounting and use of assets as well as oversee the performance and independence of the independent auditors. The Committee shall consist of a Chair who will be the President-Elect and no fewer than two members at large appointed by the President.

Section 5: Executive Committee. The Executive Committee shall include the President, President-Elect, Immediate Past President, Vice President, Secretary and Treasurer. Members of the Executive Committee shall serve in this capacity for the term of their Board position. Meetings may be conducted by conference call or other electronic means of communication. The Executive Committee may act in the place of the Executive Board or in an emergency matter. In either instance, the Executive Committee action shall be reviewed during the next meeting of the Board. The President shall serve as Chairman of the Executive Committee. The presence of a majority of the Executive Committee constitutes a quorum. A majority of Executive Committee members where a quorum is present is necessary to make a decision.

ARTICLE V MEMBERSHIP

Section 1: Categories of Membership: There shall be categories of membership in the Association as outlined in these bylaws. The Board may set forth additional requirements or restrictions applicable to each category of Membership.

- A. Members: Members are those who have reached their first full-time faculty position in an ACGME accredited or Canadian equivalent neurology or neuroscience-related department. Members must reside in the United States or Canada.
- B. Fellows: Fellows are those who have reached the level of associate or full professor in a neurology or neuroscience-related department or who serve as Chair of the Neurology department or Neuroscience-related department at an ACGME accredited or Canadian equivalent institution. Fellows must reside in the United States or Canada.
- C. Senior Fellows: Senior Fellows are those Fellows who have attained the age of 70 and are no longer working in the field of neurology or neuroscience and who have requested a change in membership status. Senior Fellows not yet 70 years may be transferred to senior fellow status by the Association at the Board's discretion. Senior Fellows may neither hold office nor be elected to the Board.
- D. Honorary Fellows: Honorary Fellows are those who, by reason of professional and scientific qualifications, are deemed worthy of such election to membership of the Association as determined by the Board at the Board's discretion.
- E. Corresponding: Corresponding Fellows and Corresponding Members are those who are employed by an ACGME equivalent institution outside the United States or Canada and who have the qualifications to be a Fellow or Member.
- F. Student: Student membership is open to MD, PhD, MD/PhD or Undergrads and requires proof of student status each year.
- G. Associate: Associate membership is open to MD, PhD MD/PhD degree holders and requires proof of either organized training program or from their lab supervisor each year.

Section 2: Qualification, Nomination, and Election to Membership:

- A. The Board shall have the power of decision in the consideration of each applicant's eligibility, and its judgment upon such eligibility shall be final.
- B. The Board may, in special circumstances, waive any and all requirements for

membership in the case of an eligible member, particularly one in a related field, who has made significant contributions to neurology.

Section 3: Withdrawal of Candidate: The name of a candidate for election to the Association may be withdrawn.

Section 4: Election on Merit: Election to membership in any class shall be upon merit only, without regard to sex, race, creed, or national origin.

Section 5: Removal for Cause: Membership may be denied, revoked or restricted for cause only by action of the Board, which may only be taken pursuant to the Association Disciplinary Policy.

ARTICLE VI MEETINGS OF THE MEMBERSHIP

Section 1: Annual Meetings: The members of the Association shall meet annually at a time and place designated by the Board.

Section 2: Notice of Annual Meetings of Membership: Notice of the annual meetings of the membership shall be included in the publication *Annals of Neurology* at least sixty (60) days prior to the meeting.

Section 3: Quorum: A simple majority of those in attendance at the annual meeting shall constitute a quorum for the transaction of elections and ordinary business.

Section 4: Voting: All members in attendance, of any membership category, are eligible to vote. The officers and directors shall be elected by membership vote. A slate of candidates shall be proposed by a nominating committee and elected by a simple majority of the votes received.

Section 5: Special Meetings: Special meetings of the members may be called by the Board or upon the request of ten (10) percent of the voting members. Members shall receive not less than thirty (30) days prior written notice of special meetings, and the notice shall state the purposes of the special meeting. Special meetings of the members may be held solely by means of remote communication. Members may vote in person or by proxy at special meetings.

ARTICLE VII PUBLICATIONS

Annals of Neurology & Annals of Clinical and Translational Neurology (ACTN)

- A. The governance of the affairs of *Annals of Neurology* and *Annals of Clinical and Translational Neurology* is the responsibility of the Board. The Board shall report on the affairs of *Annals of Neurology* and *ACTN* to the membership each year at the time of the annual meeting. This report may be made by either a member of the Board or by the Editor, whichever is deemed appropriate by the Board.
- B. The Editor of each publication shall be appointed by the President upon recommendation of the Board for a term of four (4) years, renewable once. The Board shall have the option of a third term of one (1) year in order to allow further time to make the decision about a new Editor. An individual nominated for editorship of the *Annals of Neurology* or *Annals of Clinical and Translational Neurology* must be a member of the Association at the time he/she assumes the editorship. The Editor shall serve at the pleasure of the Board. The Editor may be asked to step aside by the Board with two (2) months' notice. This period may be lengthened or shortened by mutual assent of the Board and the

Editor.

C. Members of the Editorial Boards shall be approved by the Board upon recommendation of the Editors.

ARTICLE VIII DUES

Section 1: Dues: Annual dues and other fees shall be determined by the Board on the basis of a budget for the current year.

ARTICLE IX INDEMNIFICATION

Section 1: The Association shall indemnify its officers, directors, employees, and agents for such liabilities and expenses, to the full extent, and under such circumstances, as are permitted under the laws of Minnesota, as now enacted or as hereinafter amended.

ARTICLE X AMENDMENTS

Section 1: Amendments to the Bylaws may be proposed on resolution by majority of the Board. Such amendments shall be discussed at the Annual Business Meeting and then subjected to electronic voting by the full voting membership. The Bylaws may be amended by a simple majority of electronic votes received.

Revised September 1997

Revised October 1998

Revised October 2004

Revised October 2008

Revised September 2011

Revised October 2012

Revised October 2013

Revised November 2015

Revised/Ratified November 2017

Revised/Ratified October 2018

Revised/Ratified November 2019