

# BYLAWS OF THE CHILD NEUROLOGY SOCIETY

(October 15, 2014)

## ARTICLE I

### Offices and Members

SECTION 1. Offices. The principal office of the corporation in the State of Minnesota shall be located in the City of St. Paul, County of Ramsey. Corporation may have such other offices, either within or without the State of Minnesota as the Board of Directors (also known as Executive Committee) may determine or as the affairs of the corporation may require from time to time.

SECTION 2. Classes of Members: The corporation shall have five classes of members. Designation of such classes and qualifications and rights of the members of such classes shall be as follows:

1. Active Members. Active Members shall be physicians:
  - (a) Who have been certified in Neurology with Special Qualification in Child Neurology by the American Board of Psychiatry and Neurology.
  - (b) Who are eligible to take the examination for certification in Neurology with Special Qualification in Child Neurology by the American Board of Psychiatry and Neurology.
  - (c) Who are not certified or eligible for certification categories (a) and (b) above but who have made contributions in investigation, education or health care in the field of Child Neurology, whose application is sponsored by three Active Members of this Society and accompanied by a curriculum vitae, a bibliography, and whose application is approved by the Membership Committee and the Executive Committee.Active membership shall be extended to include physicians who have had appropriate training in pediatrics and who have been certified in neurology by the Royal College of Physicians of Canada.
2. Junior Members. A Junior Member is a person in a Training Program approved by the Accreditation Council for Graduate medical Education or the Royal College of Physicians of Canada, who has been accepted into an accredited Pediatric Neurology or Neurodevelopmental Disabilities Training Program, has been nominated by an Active Member of the Society, and has been approved by the Membership Committee after submission and review of his/her curriculum vitae. A junior membership is nonvoting.

In order to continue as members of the Child Neurology Society, Junior members will have their status changed automatically from Junior to Active membership one year after completing their training and becoming qualified for examination in Neurology with Special Qualification in Child Neurology by the American Board of Psychiatry and Neurology or the equivalent Canadian Board.

All Junior members must verify their training status. No fee shall accompany the change from Junior to Active membership.

If further training in a fellowship is planned, a Junior Member may petition the Membership Committee, including documentation of the fellowship, to remain a Junior Member for a further period of time, not to exceed 3 years.

3. Honorary Members. Honorary Membership may be accorded certain individuals who have made extraordinary contributions in Child Neurology but who would not fulfill the previously stated requirements for active membership and who are approved unanimously by the Membership Committee, and by a majority vote of the Board of Directors. Honorary members shall be accorded all rights, and privileges except the right to vote or hold office as an officer or member of the Board of Directors.
4. Emeritus Members. Emeritus membership may be accorded to members after ten years of active membership in good standing provided the request for Emeritus Membership is approved unanimously by the Membership Committee and by a majority vote of the Board of Directors. Emeritus Members must have retired from active participation in the disciplines related to Child Neurology but still maintain an interest in the field. Emeritus Members shall be accorded all rights and privileges except the right to vote or hold office as an officer or member of the Board of Directors.
5. Affiliate Members: Affiliate Membership may be accorded to child neurologists who 1) reside and practice outside the United States and Canada and who primarily provide direct care for children with neurological or developmental disorders or who are involved in research and/or training programs for children with neurological and developmental disorders, and 2) other professionals, physicians and non-physicians, who primarily provide direct care for children with neurological and developmental disorders. Examples of such professionals may include, but need not be limited to, psychiatrists and psychologists, as well as nurses, certified nurse practitioners and physician's assistants who work directly with Pediatric Neurologists. Candidates who wish to apply for membership in the Child Neurology Society will be asked to provide documentation of active involvement related to children with neurological and developmental disorders. The Affiliate Membership will require a majority vote of the Membership Committee and the Board of Directors. Affiliate Membership shall be accorded all the rights and privileges, except the right to vote or hold office as an officer or member of the Board of Directors. s.
6. Medical Student Members. A Medical Student Member is a person enrolled in an Association of American Medical College accredited medical school who has been approved by the CNS Membership Committee after review of his/her application, curriculum vitae and letter of support from the dean of his/her medical school.

A Medical Student Membership is non-voting.

Medical Student Membership terminates upon graduation from medical school. Medical School Members accepted in a post-graduate training program approved by the Accreditation Council for Graduate Medical Education or the Royal College of Physicians of Canada may be upgraded to Junior Membership in the Society in accordance with Article 1, Section 2.2 by submitting a written request along with a letter of support from an Active Member of the Child Neurology Society.

SECTION 3. Election of Members. Prospective members shall make application for membership to the Membership Committee. Upon approval by the Membership Committee and after review by the Board of Directors, names of new members in all classes of membership shall be elected by simple majority of the members of the Society in attendance at the regular business meeting.

SECTION 4. Termination for NonPayment of Dues. Any member in default of payment of dues for two successive years shall be ipso facto suspended from all privileges of membership, and if, after notice of such default, it is not cured within a period of ninety (90) days, the membership of such member shall automatically cease and terminate.

SECTION 5. Termination for Cause. Any member shall be removed from membership by an affirmative vote of two-thirds of all members of the Board of Directors at the annual meeting or any special meeting of the Board of Directors called for the purpose, for conduct deemed detrimental or prejudicial to this corporation, provided, that such member shall have first been served with written notice of the accusations against him, and shall have been given an opportunity to produce his witnesses, if any, and to be heard at the meeting at which such vote is taken. At the annual meeting, the decisions of the Board of Directors regarding removal from membership in the category of membership considered, should be presented. The general actions of the Board of Directors regarding termination of membership should be noted but individuals should not be identified by name. Upon notification, the expelled member may appeal to the President, in writing, the decision of the Board of Directors.

The President shall initiate the formal appeal process of the Society by appointing three active members of the Child Neurology Society at the time of the appeal. This 'ad hoc' group will then review all documents regarding the termination and appeal, and will return a majority opinion to the President.

SECTION 6. Resignation. Any member may resign by filing a written resignation with the Secretary, but such Secretary shall not relieve the member so resigning of the obligation to pay any dues, assessments, or other charges heretofore accrued and unpaid. No resignation shall be accepted by the corporation until any arrears are fully paid.

SECTION 7. Reinstatement. A person who has been separated from membership because of failure to meet financial obligations shall be automatically reinstated upon payment of the arrears and submission of a formal application with the filing fee.

SECTION 8. Transfer of Membership. Membership in this corporation is not transferable or assignable.

## ARTICLE II

### Meeting of Members

SECTION 1. Annual Meeting. An annual meeting of the members shall be held beginning with the year 1973, for the purpose of electing directors and officers and for the transaction of such other business that may come before the meeting.

SECTION 2. Special Meeting. Special meetings of the members may be called by the President, the Board of Directors, or not less than one-tenth (1/10) of the members having voting rights.

SECTION 3. Place of Meeting. The Board of Directors may designate any place, either within or without the State of Minnesota, as the place of meeting for any annual meeting or for any special meeting called by the Board of Directors. If no designation is made or if a special meeting be otherwise called, the place of meeting shall be the registered office of the corporation in the State of Minnesota.

SECTION 4. Notice of Meetings. Written or printed notice stating the place, day and hour of any annual meeting of members shall be delivered, either personally or by mail to every member not less than sixty (60) days before the date of such annual meeting. Written or printed notice, stating the place, day and hour of any other or special meeting of members shall be delivered, either personally or by mail to each Member entitled to vote at such meeting, not less than ten (10) or more than thirty (30) days before the date of such meeting, by or at the direction of the President, or the Secretary, or the directors or persons calling the meeting. In the case of a special meeting or when required by Statute or these ByLaws, the purpose or purposes for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States Mail addressed to the Member at his/her address as it appears on the records of the corporation, with postage thereon prepaid.

SECTION 5. Informal Action by Members. Any action required by law to be taken at a meeting of the members, or any action which may be taken at a meeting of members, may be taken without a meeting according to the procedure set forth in Article VI, Section 2.

SECTION 6. Quorum. The presence, in person or by proxy, of twenty percent (20%) of the total membership entitled to vote at the meeting shall constitute a quorum for the transaction of business. In the absence of a quorum any meeting may be adjourned from time to time. The members present at a duly called or held meeting may continue to do business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum.

SECTION 7. Program for Annual Meeting. A program for the annual meeting shall be arranged under supervision of a committee appointed by the President.

SECTION 8. Report. The Board of Directors shall be responsible for printing a report of the proceedings of each annual meeting.

## ARTICLE III

### Board of Directors

SECTION 1. Number and Term of Directors. The business, property and affairs of this corporation shall be managed by a Board of Directors (also known as the "Executive Board") composed of several persons who shall be Active members of this corporation and each director shall hold office for the term for which he is elected and until his/her successor is elected and qualified. Four directors shall be elected as provided for below and represent the regional councillors of the corporation; three directorships shall be filled each year by the three current officers of the corporation, the President, the Past-President or President-elect, and the Secretary-Treasurer. The most recent Past-President shall serve as a director for the subsequent one year.

The PresidentElect shall serve as a director during his oneyear term of office.

Four members, designated as councillors from the East, Midwest, South, and West, will be elected to the Board of Directors and at the time of the election will reside in that region. Election to the Board of Directors, regardless of region or locale, will be by the full active membership. Only Active members from the United States and Canada will be eligible for election either as an officer of the Society or to other positions on the Board of Directors. If the councillor moves to another region he/she will be allowed to complete his/her term of office.

SECTION 2. Classification of Directors. At the first annual meeting of members, four director-ships shall be divided into two classes of two members each. The members of the first class shall hold office for a term of one year; the members of the second class shall hold office for a term of two years. At all annual elections thereafter, two directors shall be elected by the members for a term of two years to succeed the two directors whose terms then expires. Directors may not succeed themselves but may be considered for election to the position of PresidentElect or Secretary Treasurer, or may be eligible for re-election at a later date.

SECTION 3. Vacancies. In the event a director is elected to the office of PresidentElect or SecretaryTreasurer, the vacated office will be filled by a special election. If a director is unable to serve, then the Board of Directors will appoint someone to fill that office until the next election of the membership; at that time, an election will be held to fill the remaining term of office.

SECTION 4. Regular Meeting. A regular annual meeting of the Board of Directors shall be held without other notice than this ByLaw, in conjunction with the annual meeting of members. The Board of Directors may provide by resolution the time and place, either within or without the State of Minnesota, for the holding of additional regular meetings of the Board without other notice than such resolution.

SECTION 5. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any two Directors. Such meetings of the Board of Directors may be held only upon at least five (5) days written notice. Notice may be waived in writing before or after the time of such meeting and attendance of a director at a meeting shall constitute a waiver of notice thereof. Neither the business to be transacted at, nor the purpose of, any meeting need be specified in the notice of such meeting.

SECTION 6. Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

SECTION 7. Manner of Acting. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these ByLaws.

SECTION 8. Action Without a Meeting. Any action that could be taken at a meeting of the Board of Directors may be taken without a meeting when authorized in writing signed by all of the directors.

SECTION 9. Compensation. The Directors and Officers shall receive no compensation for their services.

SECTION 10. Removal of Officers and Agents. Any officer or agent may be removed by the Board of Directors whenever in the judgment of a majority of the Board the business interests of the corporation will be served thereby.

SECTION 11. Delegation of Powers. For any reason deemed sufficient by the Board of Directors whether occasioned by absence or otherwise, the Board may delegate all or any of the powers and duties of any officer to any other officer or director, but no officer or director shall execute, acknowledge or verify any instrument in more than one capacity.

SECTION 12. Power to Appoint Executive Sub-Committee. The Board of Directors shall have the power to appoint by resolution an Executive Sub-Committee composed of two or more directors, who to the extent provided in such resolution, shall have and exercise the authority of the Board of Directors in the management of the business of the corporation between meetings of the Board.

SECTION 13. Executive Director. The Board shall employ an Executive Director who shall function in the usual capacity of such office when these functions are not contrary to the Articles of Incorporation and the ByLaws of the Society. The Board shall determine the duties and the salary of such an Executive Director and the policies pertaining to this office. The Executive Director shall coordinate the activities of the Society and facilitate communication among the officers and committee chairmen, preserve and advance the quality of the programs, professional services and other functions of the Society. These duties shall be performed under written contract with the Society. During this term as Executive Director, he/she shall hold no office with the Society.

SECTION 14. Minutes. A summary of the minutes of all meetings of the Board of Directors will be included in the quarterly newsletters.

## ARTICLE IV

### Officers

SECTION 1. President and PresidentElect. The President shall preside at all meetings of the corporation, function as Chairman of the Board, appoint necessary committees and perform such other duties as ordinarily pertain to this office. The President-Elect shall perform the duties of the President in his/her absence and shall assume the office of the President at the expiration of the term of the President. In any year that a PresidentElect is not serving on the Board of Directors, and in the absence of the President, these duties shall be performed by the PastPresident. If neither the PastPresident or PresidentElect is available to perform the duties of the President, the duties shall be performed by the SecretaryTreasurer.

SECTION 2. SecretaryTreasurer. The SecretaryTreasurer shall keep all records and issue all notices to members, and shall have charge of the arrangements necessary for the meetings of the corporation exclusive of the scientific program. He/she shall also have responsibility for the collection and disbursement of all funds of the Corporation subject to the approval of the Board of Directors and/or the membership. He/she shall obtain an audit of the Society records at the close of each fiscal year and this audited report shall be presented to the Board and the membership of the Society at the annual meeting. He/she shall also furnish a financial report to the Board at each Board meeting.

SECTION 3. Term of Office. The councillors from the West, South, Midwest, and East serve two years. The term of office for the President is a total of four years, including one year as President-Elect, and one year as Past-President. The term of office of the Secretary-Treasurer will be at least three years, but not more than five years, as determined by the Board.

SECTION 4. Removal and Filling of Vacancies. Any officer may be removed by the Board of Directors as provided in Article III, Section 10. In the event the office of the President becomes vacant, the PresidentElect will become Acting President for the remainder of the term and then will begin his/her term as President.

If the position of PresidentElect becomes vacant, the President will require the Nominating Committee to meet at an early date for the purpose of selecting one or more candidates for PresidentElect. As soon as practicable, at a regular or special election by mail ballot of the membership, the new PresidentElect will be chosen. The person so chosen will serve as PresidentElect until the end of his/her predecessor's term when he/she will become President.

In the event any other office becomes vacant before the expiration of the term, the Board of Directors shall, by majority vote, elect a member to serve for the unexpired portion.

## ARTICLE V

### Committees

SECTION 1. Committees of Directors. The Board of Directors by a resolution adopted by a majority of the directors in office, may designate and appoint one or more committees for purposes advantageous to the efficient management of the corporation. Such committees shall report their findings to the Board of Directors as the Board shall require, and the committee shall not act on its own, except where specifically authorized by the Board.

SECTION 2. Nominating Committee. The Board shall appoint a Nominating Committee composed of five Active members, one of whom shall be a former President. The remaining four members of the committee will be composed of voting members not present on the Board and with as wide a geographic representation as possible. Announcement of the membership of this committee shall be made by the President no later than one hundred eighty (180) days preceding the annual meeting. It shall be the duty of this committee to recommend two nominees for each of the various offices and directorships. Its report shall be made in writing to the membership including a biography of the nominated individuals not later than one hundred twenty (120) days preceding the annual meeting. Election will be held by mail ballot not later than ninety (90) days prior to the annual meeting. The notice periods herein established for announcements of the committee, announcement of nominees for office, and conduct of the election shall apply to all elections held in and after 1999.

SECTION 3. Membership Committee. The Board shall appoint a Membership Committee composed of five or more individuals. The committee shall assume and perform such duties as are assigned by these ByLaws and the Board of Directors from time to time.

The Membership Committee will be responsible for screening and examining the credentials of applicants for membership. Upon acceptance of the appropriate credentials and approval of the Board of Directors, the Membership Committee will then present at the annual meeting the recommendations to the membership. Upon simple majority vote at the annual meeting, membership will be conferred upon the prospective applicant.

## ARTICLE VI

### Voting, Election and Proxies

SECTION 1. Voting Rights. Every Active Member of record as defined under Article I above shall be entitled to one vote, in person, by mail ballot, or by proxy, executed in writing and delivered to the Secretary at or before the meetings; provided, that no revocable proxy shall be voted if executed more than eleven months prior to the date of such meeting. There shall be no cumulative voting by members. The decisions of the members shall be by majority vote, except where otherwise indicated in these ByLaws. Except as may otherwise be provided by the Board of Directors from time to time, only members of record at the close of business on a day twenty (20) days prior to the date of an election shall be entitled to vote at such election. Junior members, as defined under Article I above, shall not be entitled to vote.

#### SECTION 2. Action by Mail.

2.1. Any action that could be taken at a meeting of Active members may be taken by mail ballot without a meeting of the members, provided that at least twenty percent (20%) of the total membership entitled to vote actually votes by such mail ballot. Where a mail vote is to occur, written notice thereof, stating the issue or issues to be voted on by mail, and accompanied by a written ballot or ballots covering each issue on which a mail vote is to be had, shall be sent to each member entitled to vote thereon by the Secretary not less than five (5) nor more than thirty (30) days before the date for counting the ballots, excluding the date of the counting of such ballots. Such written notice shall specify the date and hour by which mailed ballots must be received in order to be counted in the voting. A member may vote by proxy, subject to the restrictions on proxies, contained in Section 1 of this Article VI. The Board of Directors shall from time to time promulgate further rules governing mail votes, including but not limited to the manner of counting and certifying such votes.

2.2. Action by Electronic Media. Any action that could be taken by mail ballot or written communication regarding elections and voting, other than proxy voting, may be executed through the use of electronic media. The use of electronic media (such as through the Child Neurology website) for the distribution of information related to elections and subsequent collection of votes will be subject to timetables and security consistent with Sections 2.1 and 2.2.

SECTION 3. Election of Officers and Directors. Election of directors and officers shall be by majority vote of the members casting mail ballots (See Article V, Section 2), pursuant to Section 2 of this Article VI. Only Active members shall be eligible to hold office or directorship.

If, after the nominating process, more than two candidates stand for election and no candidate receives a majority of the ballots cast, a run-off election will be held within thirty (30) days of tabulating the first ballot between the two candidates receiving the most votes.

## ARTICLE VII

### Contracts, Checks, Deposits and Funds

SECTION 1. Contracts. The Board of Directors may authorize any officer or officers, agents, or agents of the corporation, in addition to the officer so authorized by these ByLaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation. Such authority may be general or confined to specific instances.

SECTION 2. Checks, Drafts, etc. All checks, drafts, or orders of the payment of money, notes or other evidences of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, agents or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Secretary/Treasurer or an Assistant Treasurer and countersigned by the President or the President/Elect of the Corporation.

SECTION 3. Deposits. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board of Directors may select.

SECTION 4. Gifts. The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the corporation.

## ARTICLE VIII

### Seal and Fiscal Year

SECTION 1. Seal. The corporation shall not have corporate seal and the proper officers of the corporation are authorized to execute official documents on behalf of the corporation without a corporate seal and to certify that the corporation has no corporate seal.

SECTION 2. Fiscal Year. The fiscal year of the corporation shall begin on the first day of January and end on the last day of December in each year.

## ARTICLE IX

### Certificates of Membership

SECTION 1. Certificates of Membership. The Board of Directors may provide for the issuance of certificates evidencing membership in the corporation which shall be in such form as may be determined by the Board. Such certificates shall be signed by the President and by the Secretary of the corporation. All certificates evidencing membership of any class shall be consecutively numbered. The name and address of each member and the date of issuance of the certificates shall be entered on the records of the corporation. If any certificates shall become lost, mutilated or destroyed, a new certificate may be issued therefore upon such terms as the Board of Directors may determine.

SECTION 2. Issuance of Certificates. When a member has been elected to the membership, and has paid any initiation fee and dues that may then be required, a Certificate of Membership shall be issued in his/her name and delivered to him/her by the Secretary.

## ARTICLE X

### Dues

SECTION 1. Annual Dues. The Board of Directors may determine from time to time the amount of initiation fees, if any, and annual dues, payable to the corporation by members of each class.

SECTION 2. Payment of Dues. Dues shall be payable in advance on the first day of January in each fiscal year. Dues of a new member shall be prorated from the first day of the month in which such new member is elected to membership, through the remainder of the fiscal year of the corporation.

## ARTICLE XI

### Loans to Officers, Directors and Members

SECTION 1. No Loans. This corporation shall not lend any of its assets to any officer or director of the corporation, nor shall it lend any of its assets to members. If any such loan be made, the officers and directors who make such loan or assent thereto shall be jointly and severally liable for repayment or return thereof.

## ARTICLE XII

### Indemnification of Officer and Directors

SECTION 1. Terms. The corporation shall indemnify every officer or director, his/her heirs, executors and administrators against expenses reasonably incurred by him/her in connection with any action, suit or proceeding to which he/she may be made a party by reason of his/her being or having been a director or officer of the corporation except in relation to matters as to which he shall be finally adjudged in such action, suit or proceeding to be liable for negligence or misconduct; in the event of a settlement indemnification shall be provided only in connection with such matters covered by the settlement as to which corporation is advised by legal counsel that the person to be indemnified did not commit such a breach of duty. The foregoing right of indemnification shall not be exclusive of other rights to which he/she may be entitled under Minnesota Statutes or otherwise.

## ARTICLE XIII

### Waiver of Notice.

SECTION 1. Waiver. Whenever any notice is required to be given under the provisions of the Articles of Incorporation or the ByLaws of the corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein shall be deemed equivalent to the giving of such notice.

## ARTICLE XIV

### Amendments to ByLaws

SECTION 1. Procedure. Bylaw changes may be amended, altered, changed, or repealed by the affirmative vote of a majority of the members entitled to vote at any regular or special meeting of the members. The Board of Directors by two-thirds vote may recommend a bylaw change but simple majority vote of the membership is required to enforce or repeal a bylaw. Bylaw changes shall be circulated to the membership at least thirty (30) days prior to the vote. A bylaw change will be considered amended, altered, changed, or repealed at the annual meeting

## ARTICLE XV

### Regions

For purposes of the Society, states shall be divided into regions as follows:

<b>West</b>	<b>South</b>	<b>Midwest</b>	<b>East</b>
Alaska	Alabama	Illinois	Connecticut
Alberta	Arkansas	Indiana	Delaware
Arizona	Florida	Iowa	District of Columbia
British Columbia	Georgia	Kansas	Maine
California	Kentucky	Manitoba	Maryland
Colorado	Louisiana	Michigan	Massachusetts
Hawaii	Mississippi	Minnesota	New Brunswick
Idaho	North Carolina	Missouri	New Hampshire
Montana	Puerto Rico	Nebraska	New Jersey
Nevada	South Carolina	North Dakota	New York
New Mexico	Tennessee	Ohio	Newfoundland
Oklahoma	Texas	Ontario	Nova Scotia
Oregon	Virginia	South Dakota	Pennsylvania
Saskatchewan	West Virginia	Wisconsin	Prince Edward Island
Utah			Quebec
Washington			Rhode Island
Wyoming			Vermont

Key to membership category symbols used in alphabetical listings

A	=	Active
Af	=	Affiliate
D	=	D'Souza Fellow
E	=	Emeritus
H	=	Honorary
J	=	Junior
M	=	Medical Student