

BYLAWS OF PROFESSORS OF CHILD NEUROLOGY

ARTICLE I FUNCTIONS

Section 1. Purpose. The purpose of the organization is to consider all aspects of child neurology as they relate to its activities within training and research institutions.

Section 2. Scope of Activities. The Professors of Child Neurology shall consider and make recommendations concerning matters of general interest as distinguished from those affecting a single department, division or training program of Child Neurology. The corporation shall consider and make recommendations on any matter referred to it by the President of the Board of Directors of the corporation or those matters submitted to its members whether voting or non-voting as detailed in Article II, Section 4.

Any recognized learned society, professional association or governmental agency concerned with the general area of the neurological sciences or related matters shall have the privilege of presenting suggestions or raising problems for consideration by the corporation or by any of its committees.

ARTICLE II OFFICES AND MEMBERS

Section 1. Offices. The principal office of the corporation in the State of Minnesota shall be located in the City of Minneapolis, County of Hennepin. The corporation may have such other offices, either within or without the State of Minnesota, as the Board of Directors may determine or as the affairs of the corporation may require from time to time.

Section 2. Classes of Members. The corporation shall have two classes of membership. Active members of the corporation shall be, currently or previously, heads of divisions/units or training directors involved in residency training in the disciplines of child neurology and/or Neurodevelopmental Disabilities. Programs should be located in medical schools or institutions in the United States and Canada. Members should be Board eligible or Board Certified in Neurology with special qualification in Child Neurology or Neurodevelopmental Disabilities in accordance with regulations of the American Board of Psychiatry and Neurology or eligible or certified for Fellowship in

(Child) Neurology in accordance with the regulations of the Royal College of Physicians and Surgeons in Canada. In special circumstances, membership may be granted by unanimous vote of the Board of Directors to individuals without such eligibility or certification.

Emeritus members 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. 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.

Associate Membership may be accorded to Program Coordinators currently serving in residency training programs in Child Neurology or Neurodevelopmental Disabilities which are already represented by active members of the corporation. Application shall include a letter of certification from the current serving Program Director of the Program Coordinator's residency training program, sent to the membership committee. Once approved by the Membership Committee, proposed associate members names will be submitted to the Board of Directors for consideration. A majority vote of the Board will be required to convey associate membership. Associate members will be accorded all rights and privileges of active members, save the right to vote or hold office as an officer or member of the Board of Directors. Associate members will affirm their status as Program Coordinator to the Membership Committee annually, on or before the first day of the month before the annual meeting of the Child Neurology Society.

Section 3. Election of Members. Prospective members shall make application for membership upon an approved application to the Membership Committee. Upon approval by the Membership Committee, members shall be elected by the Board of Directors. An affirmative vote of a majority of the Directors shall be required for election.

Section 4. Terms of Membership. A voting member of the corporation shall hold membership as long as he or she occupies the position as head of a division or unit which entitled him or her to membership. A member no longer occupying the position as head of a division or unit by virtue of assuming another full-time academic appointment may be retained as a member with privileges of the floor but without vote.

Section 5. Termination for non-payment of dues: Any member in default of payment 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 90 days, membership will cease and terminate.

Section 6. Termination for Cause. Any member may be removed from membership by an affirmative vote of two-thirds of all the Members of the Board of Directors at the annual meeting or at any special meeting of the Board of Directors called for that 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 or her, and shall have been given an opportunity to produce his or her witnesses, if any, and to be heard, at the meeting at which such vote is taken.

Section 7. 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 theretofore accrued and unpaid. No resignation shall be accepted by the corporation until all arrears are fully paid.

Section 8. 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 a Reinstatement Fee determined by the Board of Directors.

Section 9. Transfer of Membership. Membership in this corporation is not transferable or assignable.

ARTICLE III MEETING OF MEMBERS

Section 1. Regular Meeting. An annual meeting of the members shall be held in conjunction with the annual meeting of the Child Neurology Society, for the purpose of electing directors and officers and for 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, a majority of the Board of Directors, or on written request of twenty-five (25) voting members of the corporation delivered to the Secretary-Treasurer.

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, by the Secretary-Treasurer, either personally or by mail, to each Member entitled to vote at such meeting, at least thirty (30) days prior to the date of such 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 or 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 meeting according to the procedure set forth in Article VII, Section 2.

Section 6. Quorum. The presence, in person or by proxy, of one-third (1/3) 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. Agenda for Annual Meeting. The President, or a designated representative, shall prepare an agenda for each meeting. Such agenda shall be sent to the total membership eight weeks prior to the annual meeting. Any member wishing additional items to be included in the agenda must submit such recommendations to the President not later than six weeks prior to the meeting. Items not appearing on the agenda may be proposed at the time of the meeting and will be included on the agenda upon agreement of two-thirds of the voting members present. The Board of Directors may invite non-members whose participation will contribute to the program. Such guests shall have the privilege of the floor but without vote.

Section 8. Official Minutes and Reports. A copy of the official minutes of the corporation shall be sent to each member of the corporation and to other committees, organizations and persons as the corporation may, in its discretion, prescribe.

ARTICLE IV BOARD OF DIRECTORS

Section 1. Number and Terms of Directors. The Board of Directors shall have the responsibility to carry out the business, property, functions and affairs of this corporation according to the Articles of Incorporation and these By-Laws. The Board of Directors shall be composed of five persons - the President, the President-Elect, the Secretary-Treasurer and two directors at large - who at the time of election, shall be voting members of this corporation and each director shall hold office for the term for which he or she is elected and qualified. The two directors at large shall be elected as provided below.

Section 2. Classification of Directors. At the first annual meeting of Members, two directorships shall be divided into two classes of one director each. The director of the first class shall hold office for a term of one year; the director of the second class shall hold office for a term of two years. At all annual elections thereafter, one director shall be elected by the members for a term of two years to succeed the director whose term then expires. Directors may not succeed themselves but may be reelected at a later date. A director shall be elected by a majority vote of quorum of the voting members then present.

Section 3. Vacancies. Vacancies in the Board of Directors shall be filled, between annual meetings, by appointment made by a majority of the remaining directors to serve until the next annual meeting. A director shall be elected to fill any vacancy at the next annual meeting, and shall be elected for the unexpired term of his or her predecessor in office.

Section 4. Regular Meetings. A regular annual meeting of the Board of Directors shall be held without other notice than this Bylaw, immediately after, and at the same place, as 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 Meeting. 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 ten (10) days written notice. Notice may be waived in writing before and 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 Committee. The Board of Directors shall have the power to appoint by resolution an Executive 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 Secretary. The Board shall employ an Executive Secretary, when in its opinion the affairs of the Society justify such action, who shall function in the usual capacity of such office. The Board shall determine the duties and the salary of such an Executive Secretary and the policies pertaining to this office. The Executive Secretary shall coordinate the activities of the corporation and facilitate communication among the officers and committee chairmen, preserve and advance the quality of the programs, professional services and other functions of the corporation. These duties shall be

performed under written contract with the corporation. During his or her term as Executive Secretary, he or she shall hold no other office with the corporation.

ARTICLE V OFFICERS

Section 1. President and President-Elect. The President shall preside at all meetings of the corporation, function as Chairman of the Board of Directors and as Chief Executive Officer of the corporation, appoint necessary committees and perform such other duties as provided for in these Bylaws and as ordinarily pertain to his office. The President-Elect shall perform the duties of the President in his absence, and shall assume the office of President at the expiration of the term of the President. In the absence of the President and President-Elect, the duties of the President shall be performed by the Secretary-Treasurer.

Section 2. Secretary-Treasurer. The Secretary-Treasurer shall keep a record of the proceedings of all meetings, will notify officers, directors and members of the committees of their election certify members of the committees of their election, certify official records issue notices of meetings and perform all duties which may be required. The Secretary-Treasurer will keep a list of all members, have charge of all funds of the corporation and keep the same and make disbursements there from as directed by the Board of Directors. The accounts of the Secretary-Treasurer will be audited yearly by a certified accountant. The corporation will bear all expenses of assuring bond of the Secretary-Treasurer.

Section 3. Term of Office. The President and President-Elect shall serve a term of two years in each capacity, and the Secretary-Treasurer shall serve a term of four years. A new President-Elect shall be elected every two years. The Officers shall be elected for the first term at the time of adoption of these Bylaws.

Section 4. Removal and Filling of Vacancies. Any officer maybe removed by the Board of Directors as provided in Article III, Section 10.

In the event the office of the President become vacant, the President-Elect will become Acting President for the remainder of the term and then will begin his term as President.

If the position of President-Elect becomes vacant, the President will request the Nominating Committee to meet at an early date for the purpose of selecting one or more candidates for President-Elect. As soon as practicable, at a regular or special meeting, the

new President-Elect will be chosen by the Board of Directors. The person so chosen will serve as President-Elect until the end of his or her predecessor's term when he or she will become President.

In the event any other office becomes vacant or the chair of any other Director becomes vacant before the expiration of the term, the Board of Directors shall, by majority vote, elect a Member to serve until the next annual meeting of the Membership.

ARTICLE VI COMMITTEES

Section 1. Committees. The President shall appoint with the approval of the Board of Directors the following standing committees annually:

1. Membership Committee
2. Nominating Committee
3. Post-graduate Training Committee
4. Undergraduate Training Committee
5. Match Committee

There will be such other standing or special committees as the corporation may determine. Members on such committees will be voting members of the corporation. Under special circumstances the President of the corporation may appoint to committees persons who are not voting members of the corporation who are needed for special expertise and judgment. All committees created by the corporation shall file a written report annually with the corporation and shall report otherwise as directed by the officers of the corporation.

Section 2. Nominating Committee. A Nominating Committee composed of three members of the corporation shall, with the approval of the Board of Directors, be appointed by the President and such a Nominating Committee shall propose a member or members to be elected as officers to replace the officers whose terms expire. In addition the members of the corporation at their annual meeting may make nominations for officers from the floor. An officer shall be ineligible to be reelected to office until the expiration of four years after retiring from the Board of Directors. The Secretary-Treasurer is exempt from this restriction and shall be eligible for reelection to the Board of Directors at any time after completion of this term of office.

The Nominating Committee shall also propose a member or members to be elected a Trustee for a two year term. Such a Trustee shall be eligible to be elected an officer of the corporation at any time after the completion of his term as Trustee.

Section 3. Membership Committee. The Board shall appoint a Membership Committee composed of five individuals one of whom shall be a director. The eligibility of members of the corporation shall be determined annually by the Membership Committee. An appeal to the decisions of the Membership Committee or corrections in the membership rolls should be made in writing to the President of the corporation and the Chairman of the Membership Committee. The decision of the Membership Committee and the President of the Board of Directors may be appealed to the total membership, and shall be overridden by a vote of two-thirds of a quorum of the voting members attending the annual meetings. The Committee shall also assume and perform such other duties as are assigned by these Bylaws and the Board of Directors from time to time.

Section 5. Match Committee. A Match Committee charged with overseeing issues relating to the Child Neurology Residency match will be approved by the Executive Committee. Standing members of this committee will include the President and immediate past-President of the PCN, as well as one councilor selected by the President. The Chairperson of the Match Committee will be selected from the membership of the PCN by the President of the PCN, with a four-year term of office. Three additional members will be elected to the Match Committee, each serving three year terms. The first election of members will specify that one elected member will serve one year, one elected member will serve two years, and one elected member will serve for three years. The Chairperson of the Match Committee, as well as selected members of the Committee may serve multiple and consecutive terms.

ARTICLE VII VOTING, ELECTIONS AND PROXIES

Section 1. Voting and Proxies. Every Member as defined under Article 1 above, of record shall be entitled to one vote, in person or by proxy. A voting member who is unable to attend a called meeting of the corporation shall appoint a proxy and notify the Board of Directors of this appointment. The proxy must be a member of the same training organization as is the voting member whom he or she represents. A member may not vote by proxy during two succeeding meetings except under unusual circumstances with written permission of the President of the corporation. 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 a meeting shall be entitled to vote at such meeting.

Section 2. Action by Mail, Electronic Mail, or Internet. Any action that could be taken at a meeting of Active members may be taken by mail, electronic mail, or internet ballot without a meeting of the members, provided that at least one-third (1/3) of the total membership entitled to vote actually votes by such ballot. Where a vote is to occur, notice thereof, stating the issue or issues to be voted on, and accompanied by a ballot or ballots covering each issue on which a vote is to be had, shall be made available to each member entitled to vote thereon by the Executive Committee 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 notice shall specify the date and hour by which 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 the Article VII. The Executive Committee shall from time to time promulgate further rules governing voting, including by not limited to the manner of counting and certifying such votes.

Section 3. Election of Officers and Directors. Election of directors and officers shall be by simple majority vote of the membership at the annual meeting at which a quorum is present either in person or by proxy or pursuant to Section 2 of this Article VII. Only Members shall be eligible to hold office or directorship.

ARTICLE VIII CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 1. Contracts, Checks and Investments. The Board of Directors may authorize any officer or officers, in the name of and on behalf of the corporation, to enter into any contract or to execute and deliver any instrument, or to sign or endorse checks, drafts or other orders, for the payment of money or notes or evidences of indebtedness. 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, or as may be selected by any officer or officers to whom such powers may from time to time be delegated by the Board of Directors, or such funds may be invested by the corporation in such a manner as the Board of Directors may authorize.

Section 2. 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 IX SEAL AND FISCAL YEAR

Section 1. Seal. The corporate seal shall have inscribed thereon the name of the corporation and the year of its organization.

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 X 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 and conditions 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 or her name and delivered to him or her by the Secretary.

ARTICLE XI DUES

Section 1. Annual Dues. The Board of Directors shall fix the annual dues payable by members of the corporation with the consent of the majority of the members, the annual dues initially to be Fifty Dollars (\$50.00).

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 XII
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 XIII
INDEMNIFICATION OF OFFICERS AND DIRECTORS**

Section 1. Terms. The corporation shall identify every officer or director, his or her heirs, executors and administrators against expenses reasonably incurred by him or her in connection with any action, suit or proceeding to which he or she may be made a party by reason of his or her being or having been a director or officer of the corporation except in relation to matters as to which he or she 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 the 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 or she may be entitled under Minnesota Statutes or otherwise.

**ARTICLE XIV
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 XV AMENDMENTS

Section 1. Amendments to Articles of Incorporation. The Articles of Incorporation may be amended at any meeting of the corporation at which there is present a quorum of the members by a three-fourths vote of those present, such amendment having been submitted in the same manner as amendments to the Bylaws.

Section 2. Amendments to Bylaws. These Bylaws shall be amended at any meeting of the corporation by a two-thirds vote at a meeting where a quorum is present provided that notice of any proposed amendment has been given at a preceding meeting or in writing at least 30 days prior to the meeting of the members. Any five members of the corporation may submit a proposed amendment to the Bylaws to the Board of Directors at least 60 days prior to a meeting of the members. All proposed amendments will be distributed to the membership prior to the meeting. This requirement of advance notice may be waived only by unanimous consent of a quorum of the voting members present.

These Bylaws are hereby accepted as and for the Bylaws of Professors of Child Neurology.