

**BYLAWS
OF
PROFESSORS & EDUCATORS OF CHILD NEUROLOGY**

This instrument constitutes the Bylaws of Professors of Child Neurology, doing business as Professors & Educators of Child Neurology (the “Corporation” or “PECN”), a Minnesota nonprofit corporation, formed pursuant to Minnesota Statutes Chapter 317A. These Bylaws are adopted for the purpose of regulating and managing the internal affairs of the Corporation.

PECN is a charitable organization, exempt from federal income taxes as an organization described in Internal Revenue Code Section 501(c)(3).

**ARTICLE I
FUNCTIONS**

Section 1. Purpose. The purpose of the organization is to support academic programs in Child Neurology (CN Programs) and Neurodevelopmental Disabilities (NDD Programs), particularly as they relate to activities within training and research institutions, and to support academic training programs that lead to certification in Neurology with Special Qualification in Child Neurology or Neurodevelopmental Disabilities by the American Board of Psychiatry and Neurology (ABPN).

Section 2. Scope of Activities. PECN shall support, through ongoing continuing educational activities and electronic communications, the sharing of information in regards to training and workforce issues, and activities related to the continued development of Child Neurology and Neurodevelopmental Disabilities as academic specialties.

PECN will collaborate with any entity that is concerned with the matters noted above, in a fashion that seems most appropriate to the occasion.

**ARTICLE II
OFFICES AND MEMBERS**

Section 1. Offices. The principal office of the Corporation shall be located in the State of Minnesota in offices as the Board of Directors (BOD) may determine or as the affairs of the Corporation may require from time to time.

Section 2. Classes of Members. The Corporation shall have three classes of membership:

Active Members of the Corporation shall be past or present heads of divisions/departments/units, training directors, or associate training directors at CN Programs or at NDD Programs, or involved in residency or fellowship training in the disciplines of Child Neurology and/or Neurodevelopmental Disabilities.

In addition, newly appointed program directors who are working on setting up a Child Neurology and/or Neurodevelopmental Disabilities residency training program may apply for

Active Membership. A letter from the current section head or Chief of the CN Program or NDD Program at their institution will be required confirming this individual is the newly appointed program director and that the institution has approved the development of the said training program. This letter will be reviewed by the BOD and Membership Committee for approval.

In addition, neurology clerkship directors or associate clerkship directors who are child neurologists will also be eligible for Active Membership.

CN Programs or NDD Programs should be located in medical schools or institutions in the United States or Canada. Active 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 (ABPN) 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, Active Membership may be granted by unanimous vote of the BOD to individuals without such eligibility or certification.

Active Members shall have the right to receive the education and program-related benefits of membership in the Corporation, may serve on committees and hold office as an officer or member of the BOD and may be eligible to vote, subject to the "one vote per CN Program and NDD Program" described in these Bylaws. Active Members are also referred to as Eligible Voting Members in these Bylaws.

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 BOD. 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 of Active Members except the right to vote or hold office as an officer or member of the BOD.

Associate Membership may be accorded to Program Coordinators currently serving in residency training programs in CN Programs or NDD Programs which are already represented by Active Members of the Corporation. Application shall include a letter of certification sent to the Membership Committee from the current Program Director of the Program Coordinator's residency training program. Once approved by the Membership Committee, proposed Associate Member names will be submitted to the BOD for consideration. A majority vote of the BOD will be required to convey Associate Membership. Associate Members will be accorded all rights and privileges of Active Members, except the right to vote or hold office as an officer or member of the BOD. 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 (CNS).

Section 3. Election of Members. Prospective members (all categories) shall make application for membership upon an approved application form to the Membership Committee. Upon approval by the Membership Committee, members must also be elected by the BOD. An

affirmative vote of a majority of the BOD shall be required for election to membership in the Corporation.

Section 4. Terms of Membership. The term of membership in the Corporation is one year, and it may be renewed annually upon payment of dues, and continued qualification for the category of membership.

Section 5. Dues. The BOD determines the dues for each category of membership from time to time. Any member in default of payment shall cease to be a member if, after notice of such default, dues are not paid in full within 90 days.

Section 6. Termination for Cause. Any member may be removed from membership by a majority vote of the BOD, for conduct deemed detrimental or prejudicial to the Corporation, provided, that such member shall have first been provided written notice of the reason(s) for the proposed termination not fewer than five days prior to the proposed termination date, and an opportunity to be heard, at or before the meeting at which such vote is taken.

Section 7. Resignation. Any member may resign by filing a written resignation with the Secretary. Membership will terminate at the time of resignation. A resigning or terminated member remains responsible for paying any unpaid dues, assessments or other charges theretofore accrued and unpaid.

Section 8. Reinstatement. A person who has been suspended from membership because of failure to pay dues may be reinstated upon payment of the dues and other amounts owed so long as the BOD, or the BOD's designee, determines that the person continues to qualify for membership.

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

Section 10. Voting. Each CN Program with an Active Member and each NDD Program with an Active Member shall have one vote in any matter of the Corporation for which the BOD determines a vote of the Active Members is needed, regardless of how many Active, Emeritus or Associate Members the CN Program or NDD Program has. That is, one CN Program, one vote, and one NDD Program, one vote, and the vote must be exercised by an Active Member. If a Program has more than one Active member, the head of the Program shall designate to the Corporation which of its Active Members has the right to exercise the Program's vote.

ARTICLE III MEETING OF MEMBERS

Section 1. Regular Meeting. An annual meeting of the Active Members shall be held in conjunction with the annual meeting of CNS, for the purpose of electing directors and officers and for transaction of such other business that may come before the meeting. The BOD may

determine the number, time and location of all other regular meetings of the Active Members. The BOD may invite any category of members to attend meetings of the members.

Section 2. Special Meeting. Special meetings of the Active Members may be called by the BOD at the request of the President, a majority of the BOD, or on written request of 25 Voting Members of the Corporation delivered to the Secretary-Treasurer.

Section 3. Place of Meeting. The BOD 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 of the members called by the BOD. If no designation is made or if a special meeting be otherwise called, the place of the meeting shall be at the registered office of the Corporation in the State of Minnesota.

Section 4. Notice of Meetings. Written, printed or electronic communication notice stating the place, day and hour of any annual meeting of members shall be delivered either personally, electronically or by mail to every Active Member not fewer than 60 days before the date of such annual meeting. Written, printed or electronic notice stating the place, day and hour of any other or special meeting of members shall be delivered by the Secretary-Treasurer, either personally, electronically or by mail, to each Active Member at least 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.

Section 5. Written 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 the Active Members, may be taken without a 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 Active Membership entitled to vote at the meeting shall constitute a quorum for the transaction of business. 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. A motion may be made and seconded by any voting members to table a vote on any business for the purpose of soliciting the vote of the full voting membership. A majority vote of those present will be deemed sufficient to authorize a 30-day voting period consistent with Article VII, Section 2.

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 Active Members 30 days prior to the date of such meeting. Any Active Member wishing additional items to be included in the agenda must submit such recommendations to the President not later than 10 days prior to the meeting. Items not appearing on the agenda may be proposed at the time of the meeting by an Active Member and will be included on the agenda upon agreement of two-thirds (2/3) of the Active Members present. The BOD may invite Emeritus and Associate Members and non-members whose participation will contribute to the program to attend any meetings of the Active Members of the Corporation. Such guests shall be entitled to attend, but not have the right to vote with respect to the affairs of the Corporation.

Section 8. Official Minutes and Reports. A copy of the official minutes of the meetings of the Active Members of the Corporation shall be sent to each Active Member of the Corporation and to other committees, organizations and persons as the BOD may, in its discretion, prescribe.

ARTICLE IV BOARD OF DIRECTORS

Section 1. Number and Terms of Directors. The BOD shall have the responsibility to carry out the business, property, functions and affairs of this Corporation according to the Articles of Incorporation and these Bylaws. The BOD shall be composed of six persons: the President, the President-Elect or Immediate Past-President, the Secretary-Treasurer and three Directors at Large – who, at the time of election, shall be Active Members of this Corporation. Each director shall hold office for the term for which he/she/they is/are elected and qualified. Terms of office shall begin and end with the BOD meeting held concurrently with the annual meeting of the CNS. The three Directors at Large shall be elected as provided below.

Section 2. Classification of Directors. There will be three Directors at Large, two representing Child Neurology and one representing Neurodevelopmental Disabilities. The term for each Director at Large will be two years. Directors may not succeed themselves but may be reelected at a later date. A director shall be elected by a majority vote of the Active Members at which a quorum of Active Members is present.

Section 3. Vacancies. Vacancies in the BOD 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 BOD shall be held before or after, and at the same place, as the annual meeting of Active Members. The BOD 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 BOD without other notice than such resolution.

Section 5. Special Meetings. Special meetings of the BOD may be called by or at the request of the President or any two directors. Such meetings of the BOD may be held only upon at least ten days' written or electronic 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 BOD shall constitute a quorum for the transaction of business at any meeting of the BOD; 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 BOD, 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 BOD may be taken without a meeting when authorized by mail, electronic mail or electronic ballot without a meeting of the BOD, provided that at least two-thirds (2/3) of the BOD votes on such action.

Section 9. Compensation. The directors and officers shall receive no compensation for their services as directors and officers of the Corporation.

Section 10. Removal of Officers and Agents. Any officer or agent may be removed by the BOD whenever, in the judgment of a majority of the BOD, the business interests of the Corporation will be served thereby.

Section 11. Delegation of Powers. For any reason deemed sufficient by the BOD, whether occasioned by absence or otherwise, the BOD 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 an Executive Committee. The BOD 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 BOD in the management of the business of the Corporation between meetings of the BOD.

Section 13. Administrative Support. The BOD shall draft and sign a Memorandum of Understanding with the BOD of the Child Neurology Society to include provision of services by CNS staff sufficient to coordinate the activities of the Corporation and facilitate communication among the officers and committee chairpersons, preserve and advance the quality of the programs, professional services and other functions of the Corporation. The two boards will review and renew as needed.

ARTICLE V OFFICERS

Section 1. President, President-Elect, and Immediate Past-President. The President shall preside at all meetings of the Corporation, function as Chair of the BOD 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 the office of President. The Immediate Past-President or President-Elect shall perform the duties of the President in his/her/their absence. The Secretary-Treasurer shall perform the duties of the President in the absence of the President, President-Elect, or Immediate Past-President.

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 therefrom as directed by the BOD. 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, if such bond is required.

Section 3. Director-at-Large. Three Directors-at-Large shall be elected and will serve on the BOD, each serving a two-year term; two will represent Child Neurology and one will represent Neurodevelopmental Disabilities. In the event that there is not a Neurodevelopmental Disabilities candidate nominated for election to the Neurodevelopmental Disabilities Director-at-Large position, this position could be filled by an Active Member who is a child neurologist.

Section 4. Election and Term of Office. All officers and Directors-at-Large (all members of the BOD) are elected by the Active Members. The President shall serve a term of two years, the President-Elect and Immediate Past President will have a term of one year for each office. Thus, once elected President, the individual will serve one year as President-Elect, two years as President and one year as Immediate Past President. The Secretary-Treasurer shall serve a term of four years. The Directors at Large shall serve a term of two years. The BOD is responsible for nominating candidates for all officer and Director-at-Large positions. The BOD shall consider and have the ability to stagger Director at Large terms as deemed appropriate. Terms of office shall begin and end in conjunction with the annual meeting of the Corporation.

Section 5. Removal and Filling of Vacancies. Any officer may be removed by the BOD by a majority vote of the BOD upon a motion made and seconded by any members of the BOD. The officer subject to such action remains eligible to vote pending the outcome of such vote.

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

If the position of President-Elect becomes vacant, the President will draft a call for nominations for candidates for the President-Elect and hold a special election to fill this position. The person so elected will serve as President-Elect until the end of his or her predecessor's term when he/she/they will become President.

In the event any other office becomes vacant or the Chairperson of any committee appointed in accordance with Article VI becomes vacant before the expiration of the term, the BOD shall, by majority vote, elect an Active Member to serve until the next election of officers for term(s) to begin at the annual meeting of the Active Members.

ARTICLE VI COMMITTEES

Section 1. Committees. The President shall recommend and the BOD (or Executive Committee or President as designated in this Article VI) shall approve by majority vote appointment of the members and Chairs of the following standing committees:

- 1) Membership Committee
- 2) Match Committee
- 3) Medical Student Committee
- 4) Residency Committee
- 5) Fellowship Committee
- 6) Committee on Leadership/ Diversity/ Equity and Inclusion
- 7) Digital Committee

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

Section 2. Membership Committee. The BOD shall appoint a Membership Committee composed of five individuals, one of whom shall be the Chairperson. The Chairperson of the Membership Committee will be selected from the Active Members by the President and shall be appointed to a four-year term of office. Four additional members will be elected to the Membership Committee each serving three year terms of office. The eligibility of persons to become and remain 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 role should be made in writing or by electronic communication to the President of the Corporation and the Chairperson of the Membership Committee. The Committee shall also assume and perform such other duties as are assigned by these Bylaws and the BOD on occasion.

Section 3. Match Committee. A Match Committee charged with overseeing issues relating to the Child Neurology and Neurodevelopmental Disabilities Residency match will be approved by the Executive Committee. This committee will also address any issues or concerns that are brought up regarding the various Fellowship Matches if deemed necessary by the Fellowship Committee member who is a member of the Match Committee as well. Standing members of this committee will include the President and Immediate Past-President of the PECN. In addition, one person each from the Fellowship, Residency and Medical Student committees, selected by the Chairperson of each of these committees will serve on the Match Committee to support issues related to the training committees they represent. A member of the Digital Committee will also serve on this committee to keep the Match Committee up-to-date on the state of the current social media platforms and how they pertain to recruitment season. The Chairperson of the Match Committee will be selected from the Active Members by the President and shall be

appointed to a four-year term of office. Two additional members will be elected to the Match Committee by the Executive Committee, each serving three year terms. The Chairperson of the Match Committee, as well as selected members of the Committee, may serve multiple and consecutive terms.

Section 4. Training Committees. Three training committees charged with overseeing issues relating to Child Neurology and Neurodevelopmental Disabilities training will be appointed and approved by the Executive Committee. These committees will include a Medical Student Committee, Residency Committee, and Fellowship Committee.

- a. Medical Student Committee. The Medical Student Committee will be composed of four individuals, one of whom will serve as the Chairperson of this committee. The Chairperson will be selected from the Active Members by the President and shall be appointed to a four-year term of office. The Chairperson will preferentially be a clerkship director but in the event a clerkship director is not available to assume this role, an Active Member with expertise and interest in medical student education will be selected. Three additional members will be elected to the Medical Student Committee, each serving three year terms. This committee will be charged with making the educational needs of medical students as they pertain to Child Neurology and Neurodevelopmental Disabilities known to the PECN members. One member of this committee will be appointed to be a member of the Match Committee and work closely with said committee on issues as they relate to medical students and the match. They will also work closely with the Digital Committee in a mission to make the field of Child Neurology and Neurodevelopmental Disabilities better known and recognized by those early in their training as physicians. The Chairperson of this committee will appoint one or two medical students to participate on this committee; students must be Medical Student Members of the Child Neurology Society at the time of appointment.
- b. Residency Committee. The Residency Committee will be composed of four individuals, one of whom will serve as the Chairperson of this committee. The Chairperson will be selected from the Active Members by the President and shall be appointed to a four year term of office. The Chairperson will preferentially be a Residency Program Director in Child Neurology or Neurodevelopmental Disabilities. Three additional members will be elected to serve on the Residency Committee, each serving three year terms. This committee will be responsible for continued discussions regarding the specific training of child neurologists and Neurodevelopmental Disabilities physicians, as this pertains to curriculum development; working closely with our partner organizations including the American Academy of Neurology, American Academy of Pediatrics, American Board of Psychiatry and Neurology, and the Accreditation Council for Graduate Medical Education. One member of this committee will be appointed to be a member of the Match Committee and work closely with this committee on issues as they relate to residency and the match. The Chairperson of this committee will appoint one or two residents to participate on this committee. students must be Medical Student Members of the Child Neurology Society at the time of appointment.

- c. Fellowship Committee. The Fellowship Committee will be composed of four individuals, one of whom will serve as the Chairperson of this committee. The Chairperson will be selected from the Active Members by the President and shall be appointed to a four-year term of office. The Chairperson will preferentially be a Fellowship Program Director in Child Neurology. Three additional members will be elected to the Fellowship Committee, each serving three year terms. This committee will be responsible for addressing the needs of the specific fellowships that are available as training programs after completion of Child Neurology training. One member of this committee will be appointed to be a member of the Match Committee and work closely with this committee on issues as they relate specifically to the fellowship match. The Chairperson of this committee will appoint one or two fellows to participate on this committee. Fellows must be Junior or Active Members of the Child Neurology Society at the time of appointment.

Section 5: Committee on Leadership/ Diversity/ Equity and Inclusion. A Joint CNS-PECN Committee on Leadership/ Diversity/ Equity and Inclusion (LDEI) will address LDEI issues as they pertain to the education, training and research endeavors of our Child Neurology, Neurodevelopmental Disabilities and Fellowship training programs. This committee will have a Chairperson selected by the Presidents of CNS and PECN. This position will include a term of service of three years. One representative each from the PECN Medical Student, Residency and Fellowship Committees will be included as members of this committee. The total number of members will be left open for inclusion of additional members who indicate an interest to serve on this committee.

Section 6: Digital Committee. The Digital Committee will be responsible for keeping the PECN up to date on the current social media platforms and to promote digital educational platforms for our trainees. In addition, the committee will work to promote use of digital information and social media platforms for residency and fellowship recruitment. This committee will be composed of four-to-six individuals, one of whom will serve as Chairperson. The Chairperson will be selected from the Active Members by the President and shall be appointed to a four-year term of office. One member of this committee will also serve on the Match Committee to keep them up-to-date on the current state of social media platforms and how they pertain to the recruitment season.

ARTICLE VII VOTING, ELECTIONS AND PROXIES

Section 1. Voting and Proxies. Each CN Program and NDD Program shall have one vote in any matter requiring a vote of the Active Members, regardless of how many Active, Emeritus or Associate Members that Program has. That is, one Program, one vote. An Active Member representing a CN Program or a NDD Program who is unable to attend a called meeting of the Corporation may appoint a proxy and notify the BOD of this appointment. The proxy must be a member of the same Program as is the Voting Member which he/she/they 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. The decisions of the Active Members shall be by majority vote, except where otherwise indicated in these Bylaws. Except as may otherwise be provided by the BOD from time to time, only Active Members of record at the

close of business on a day 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 electronic ballot without a meeting of the members, provided that at least one-third (1/3) of the total Active Members entitled to vote actually votes on 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 Active Member entitled to vote thereon by the Executive Committee not fewer than 10 nor more than 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 Article VII. The Executive Committee shall, from time to time, promulgate further rules governing voting by the Active Members, including, but 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 Active Members 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 Active Members shall be eligible to hold office or directorship.

ARTICLE VIII CONTRACTS, CHECKS, INVESTMENTS AND GIFTS

Section 1. Contracts, Checks and Investments. The BOD 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 BOD 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 BOD, or such funds may be invested by the Corporation in such a manner as the BOD may authorize.

Section 2. Gifts. The BOD 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 Corporation need not have a seal. If the BOD adopts a corporate seal, it shall have inscribed thereon the name of the Corporation and the year of its organization (1979).

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
DUES**

Section 1. Annual Dues. The BOD shall fix the annual dues payable by members of the Corporation. Any change in the amount of annual dues will be voted on and approved by the BOD.

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 OFFICERS AND DIRECTORS**

Section 1. Indemnification. The Corporation shall indemnify and provide advances to directors, officers and members to the fullest extent permitted by, and in the manner described in the Minnesota Nonprofit Corporation Act.

**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**

Section 1. Amendments to Articles of Incorporation. The Articles of Incorporation of the Corporation may be amended at any meeting of the Corporation at which there is present a quorum of the Active Members by a three-fourths (3/4) vote of those Active Members present, such amendment having been submitted in the same manner as amendments to the Bylaws.

Section 2. Amendments to Bylaws. These Bylaws may be amended at any meeting of the Corporation by a two-thirds (2/3) vote of the Active Members at a meeting where a quorum of Active Members 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 Active Members. Any five Active Members of the Corporation may submit a proposed amendment to the Bylaws to the BOD at least 60 days prior to a meeting of the members. All proposed amendments will be distributed to the Active Membership prior to the meeting. This requirement of advance notice may be waived only by unanimous consent of a quorum of the Active Members present at a duly held meeting of the Active Members.

These Bylaws are hereby accepted as and for the Bylaws of Professors & Educators of Child Neurology on this __ day of _____, 2022.

Signed:

President