



BYLAWS OF THE CHILD NEUROLOGY SOCIETY

(October 15, 2014, Revised October 20, 2023)

ARTICLE I

Objectives

The Child Neurology Society (CNS) is a nonprofit medical specialty association established to provide a forum to exchange ideas, share knowledge, foster research and education in the field of child neurology, and advocate for the needs of children with neurological conditions.

CNS has been established as a professional educational entity as described in Section 501(c)(3) of the Internal Revenue Code. CNS shall not carry on any activities not permitted to be carried on by any entity described in Section 501(c)(3) of the Internal Revenue Code. No part of CNS's income shall inure to the private benefit of any individual.

Article II

Membership

SECTION 1. Classes of Members: CNS shall have six classes of members. Designation of such classes and qualifications and rights of the members of such classes shall be as follows:

1. Active Member. Active Members shall be physicians (M.D. or D.O.):
 - (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 the investigation, education, or health care in the field of Child Neurology, whose application is sponsored by three Active Members of CNS, accompanied by a curriculum vitae, and a bibliography.

Active membership shall include physicians who have had training in pediatrics and who have been certified in neurology by the Royal College of Physicians of Canada.

Application for Active Membership is approved by the Membership Committee and ratified by the Board of Directors. Active members shall be entitled to all the privileges of membership including the right to vote with respect to corporate matters brought before the membership and to hold office as an officer or member of the Board of Directors.

2. Junior Member. 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 and Surgeons of Canada, who has been accepted into an accredited Pediatric Neurology or Neurodevelopmental Disabilities training program, Junior members shall be entitled to all the privileges of membership, except they shall not have the right to vote or to hold office as an officer or member of the Board of Directors.

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 three (3) years.

3. Honorary Member. Honorary Membership may be afforded to certain individuals who, in the judgment of the CNS Board of Directors, have made contributions to child neurology but do not qualify for active membership and who are approved by the Board of Directors. Honorary members shall be afforded all rights and privileges of membership except the right to vote or hold office as an officer or member of the Board of Directors.

4. Emeritus Member. Emeritus Membership may be afforded to members after ten consecutive years of active membership in good standing. Emeritus Members must have retired from active practice in the discipline of Child Neurology. Emeritus Members shall be afforded all rights and privileges of membership except the right to vote or hold office as an officer or member of the Board of Directors.
5. Affiliate Member. Affiliate Membership may be afforded 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 are not 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 Affiliate Membership will be asked to provide documentation of active involvement related to children with neurological and developmental disorders.

Affiliate Members must be approved by the Membership Committee and ratified by the Board of Directors. Affiliate Membership shall be afforded all the rights and privileges of membership, except the right to vote or hold office as an officer or member of the Board of Directors.

6. Medical Student Member. A Medical Student Member is a person enrolled in an Association of American Medical Colleges (AAMC) or American Osteopathic Association Commission on Osteopathic College Accreditation (COCA) accredited medical school. A Medical Student Member shall be entitled to all the privileges of membership except serve on a committee, the right to vote, or to hold office as an officer or member of the Board of Directors.

Medical Student Membership terminates upon graduation from medical school.

SECTION 2. Termination for Non-Payment of Dues. Any member in default of payment of dues shall be terminated from membership until the required dues have been paid in full.

SECTION 3. Termination. A member may be removed from membership by an affirmative vote of two-thirds of all members of the Board of Directors. Such member shall have first been given written notice of the reasons for removal and an opportunity to provide information to the Board either at the meeting at which the removal vote is taken or at a prior meeting with the Board or a Committee of the Board charged by the Board with receiving information from the member.

SECTION 4. Resignation. Any member may resign by filing a written resignation with the Secretary. Resignation shall not relieve the member of the obligation to pay any dues, assessments, or other charges heretofore accrued and unpaid to the corporation.

SECTION 5. Dues. The Board of Directors shall establish the dues for all classes of members of CNS.

SECTION 6. Transfer of Membership. Membership in this corporation is not transferable or assignable.

Meeting of Members

SECTION 1. Annual Meeting. The Board of Directors shall conduct an annual business meeting of the members.

SECTION 2. Special Meeting. The President may call special meetings of the members, 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 outside the State of Minnesota, as the place of meeting for any member meeting called by the Board of Directors. If no designation is made, the meeting place shall be the corporation's registered office in the State of Minnesota.

SECTION 4. Notice of Meetings. Written or printed notice stating the place, day, and time of any annual business meeting of members shall be delivered, either personally, by email to an email address at which the member has consented to receive official notices from CNS or by mail to every member not less than thirty (30) days before the date of such annual meeting. Written or printed notice stating the place, day and time of a meeting of members shall be delivered, either personally, by email to an email address at which the member has consented to receive official notices from the corporation or by mail to each Member entitled to vote at such meeting, not less than ten (10) days before 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 their address as it appears on the records of the corporation, with postage thereon prepaid.

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 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 ten percent (10%) 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 at any 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. Report. The Board of Directors shall be responsible for printing (in writing or electronically) a report of the proceedings of each annual business meeting.

ARTICLE III

Board of Directors

SECTION 1. Number and Term of Directors. A Board of Directors shall manage the business, property, and affairs of CNS. Each director shall hold office for the term for which the director is elected and until their successor is elected and takes office. The Board comprises four councilor directors and three officers, as described below.

- The President serves a two-year term immediately after serving as President-Elect.
- The President-Elect accedes to the role of President following the person's one-year term as President-Elect.
- The Past-President serves a one-year term immediately following the person's last year as President.
- The Secretary-Treasurer serves a term of three years. The Secretary-Treasurer may not serve consecutive terms as Secretary-Treasurer.
- Four directors, designated as councilors from the East, Midwest, South, and West, serve on the Board of Directors. Two councilor directors will be elected each year for a term of two years each. At the time of the election, a councilor director will reside in the region for which the councilor director was elected. If a councilor elected from one region moves to another region following the election, such a person will be allowed to complete his/her term of office. Directors elected as regional councilors may not succeed themselves (there is a one-term limit) but may be considered for election to the position of President-Elect or Secretary-Treasurer and are eligible for re-election as a regional councilor after being off the Board for at least one year.

SECTION 2. Election of Officers and Directors. Election of directors and officers shall be by majority vote of the Active Members. The Nominating Committee shall nominate at least two people for each of the upcoming open offices and directorships. The report of the Nominating Committee, which shall include a biography of each nominated individual, shall be made in writing or via electronic communication to the Active Members not more than one hundred twenty (120) days preceding the annual business meeting of the members. Election of officers and directors by the Active Members will be held by mail or electronic ballot not more than ninety (90) days prior to the annual business meeting. 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.

SECTION 3. Vacancies. If a councilor resigns or is removed, the Board of Directors will appoint an Active Member to fill that position until the next election vote of the Active Members.

SECTION 4. Regular Meeting. Regular meetings of the Board of Directors shall be held at the times and places determined by the Board. The Board of Directors may provide by resolution the time and place, either within or outside the State of Minnesota, for the holding of 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 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 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, including via email, signed by the number of directors that would be required to approve the action if all members of the Board were present.

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

SECTION 10. Removal of Directors and Officers. Any director or officer may be removed by the Board of Directors whenever in the judgment of a Board majority when the business interests of the CNS 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. Executive Director. The Board shall employ an Executive Director who shall lead the day-to-day operations of CNS. The Board shall determine the duties and the salary of the Executive Director and the policies pertaining to this office. The Executive Director shall coordinate the activities of the CNS and facilitate communication among the officers and committee chairpersons, preserve and advance the quality of the programs, professional services, and other functions of the CNS. These duties shall be performed under a written contract with CNS. During the term as Executive Director, the Executive Director will not hold Board office with the CNS.

SECTION 13. Minutes. Minutes of all meetings of the Board of Directors will be made available on request of an Active Member.

ARTICLE IV

Officers

SECTION 1. President and President-Elect. The President shall preside at all meetings of the Board and members, function as Chair of the Board, appoint committees and perform such other duties as ordinarily pertain to the office of President. The President-Elect shall perform the duties of the President in the President's absence and shall assume the office of the President at the expiration of the term or any vacancy in the office of the President. In any year that a President-Elect is not serving on the Board of Directors, and in the absence of the President, these duties shall be performed by the Past-President. If neither the Past-President or President-Elect is available to perform the duties of the President, the duties shall be performed by the Secretary-Treasurer.

SECTION 2. Secretary-Treasurer. The Secretary-Treasurer shall oversee the maintenance of corporate records. The Secretary-Treasurer shall oversee the collection and disbursement of all funds of the corporation subject to the approval of the Board of Directors. The Secretary-Treasurer shall ensure an audit of CNS records is conducted at the close of each fiscal year, and audited financial statements shall be presented to the Board and the membership of CNS at the annual business meeting. The Secretary-Treasurer shall also furnish a financial report to the Board periodically.

SECTION 3. Term of Office. 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 three years.

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 President-Elect will become Acting President for the remainder of the term and then will begin their term as President. In the event of a vacancy in the office of President-Elect or Secretary-Treasurer, the vacated office will be filled by a special election of the Active Members.

ARTICLE V

Committees

SECTION 1. Executive Committee. The Executive Committee shall be comprised of the officers. The Executive Committee 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. Any action the Executive Committee takes shall be reported to the Board at its next meeting.

SECTION 2. Nominating Committee. A Nominating Committee comprised of five Active Members, one of whom shall be the Past-President, will lead the effort to identify and nominate persons for open Board and Officer positions. The remaining four members of the Nominating Committee will be Active Members, not then serving on the Board.

SECTION 3. Other Committees. The Board of Directors may establish one or more additional committees to assist in the governance of CNS. The Board of Directors shall establish the charge of each committee. The other committees are comprised of Active or Junior members. The President appoints members of the committees. Such committees shall report their findings to the Board of Directors as the Board shall require.

ARTICLE VI

Voting, Election, and Proxies

SECTION 1. Voting Rights. Every Active Member shall be entitled to one vote, in person, by mail or emailed ballot, or by proxy, executed electronically or in writing on each matter brought to the Active Membership for a vote. No proxy shall be voted if executed more than eleven months prior to the date of such meeting. 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 the vote of the Active Members shall be entitled to vote at such meeting.

SECTION 2. Action by Mail. 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 ten percent (10%) 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 not less than five (5) nor more than thirty (30) days before the due date of the ballots. Such written notice shall specify the date and time by which mailed ballots must be received in order to be counted in the voting. The Board of Directors may create further rules governing mail votes, including but not limited to the manner of counting and certifying such votes.

SECTION 3. 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 by electronic media. The use of electronic media (such as through email or a web-based voting platform) for the distribution of information related to elections and subsequent collection of votes will be subject to timetables set forth in Section 2.

ARTICLE VII

Contracts, Checks, Deposits, and Funds

SECTION 1. Contracts. The Board of Directors may authorize the Executive Director to enter into any contract or execute and deliver any instrument in the name of and on behalf of CNS.

SECTION 2. Checks, Drafts, etc. The Board of Directors may authorize the Executive Director to sign all checks, drafts, or orders of the payment of money, notes, or other evidence of indebtedness issued in the name of CNS.

SECTION 3. Deposits. All funds of CNS shall be deposited to the credit of CNS 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 CNS any contribution, gift, bequest, or devise for CNS.

ARTICLE VIII

Fiscal Year

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

ARTICLE IX

Loans to Officers, Directors, and Members

SECTION 1. No Loans. CNS 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 X

Indemnification of Officers and Directors

SECTION 1. Terms. CNS shall indemnify every employee, officer, or director of CNS to the fullest extent permitted by Minnesota Statutes Chapter 317A or successor chapter.

ARTICLE XI

Amendments to Bylaws

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