



**AMENDED AND RESTATED  
BYLAWS  
OF  
SAN FRANCISCO NEUROLOGICAL SOCIETY**

*A California Nonprofit Corporation  
(Dates as of April 14, 2014)*

**ARTICLE I**

***Name, Principal Office, Purpose and Restrictions***

1.01 *Name.* The name of the Society is the San Francisco Neurological Society ("Society").

1.02 *Principal Office.* The Board of Directors ("Board") shall determine the location of the principal office of the Society.

1.03 *Purpose.* The specific purpose of the Society is to promote and advance clinical practice and research in the neurosciences.

1.04 *Restrictions.* All policies and activities of the Society shall be consistent with applicable federal, state and local antitrust, trade regulation laws and other legal requirements, including the California Nonprofit Corporation Law under which the Society is organized and operated, and applicable tax-exemption requirements.

**ARTICLE II**

***Members***

2.01 *Active Member.* Active membership shall be available to those physicians or scientists with an advanced professional degree who have valid credentials indicating their professional activity--either medical, investigational, or educational--whose professional activity is dedicated to the care and/or investigation of diseases or disorders of the nervous system. Active members shall be entitled to all of the privileges of the Society including the privileges of voting and holding office.

2.02 *Associate Member.* Associate membership shall be available to scientists of related disciplines or physicians in training in the neurosciences, as well as nurses in the neurosciences whose contributions further the objectives of the Society. Associate Members shall be entitled to all the privileges of the Society except voting and holding office. Associate members shall be eligible to serve on volunteer committees.

2.03 *Emeritus Member*. At the written request of a member to the Secretary-Treasurer and with the approval of the Board of Directors, a member no longer active in the practice of medicine may be designated an Emeritus member. Emeritus members are not required to pay annual dues and shall have all the privileges of active membership including the privileges of voting, holding elected office and serving on committees in the organization.

2.04 *Honorary Member*. Honorary membership may be extended to members who have demonstrated extraordinary service to SFNS over time and have been selected by the Board. Honorary members are not required to pay annual dues and shall be entitled to all the privileges of the Society except voting and holding office. Honorary members shall be eligible to serve on volunteer committees.

2.05 *Membership Applications*. Applicants for Active or Associate membership shall submit an application to the Secretary which shall include relevant information about qualification for membership.

2.06 *Member in Good Standing*. A member in good standing is one who has paid current dues and assessments and is in good standing in the medical community.

### **ARTICLE III**

#### ***Dues***

3.01 *Dues*. The Board shall set dues and fees, make assessments and set the terms of payment.

3.02 *Delinquency*. The Board shall establish policies and procedures respecting the failure to timely pay dues and assessments, which shall specify the circumstances under which the member shall no longer be eligible for membership in SFNS.

3.03 *Refunds*. No dues will be refunded.

### **ARTICLE IV**

#### ***Membership Meetings***

4.01 *Regular Membership Meetings*. The Society shall meet at appropriate times and places to be designated by the Board.

4.02 *Special Meetings*. Special meetings of the membership may be called by the Board, the President or 5% or more of the members.

4.03 *Notice*. The Board must give Society members reasonable notice of all regular and special meetings. The notice shall include a description of the business to be discussed and shall be given at least 10 days (but not more than 90 days) before the meeting.

4.04 *Annual Meeting*. The Annual meeting shall be at the time and place designated by

the Board. It is at this meeting that Board Members shall be elected by the membership. The Board shall report the activities of the Society to the members, and other business shall be transacted as may be properly brought before the meeting.

*4.05 Quorum, Voting.* The presence of 20 Active members constitutes a quorum. Whenever a quorum is present, an act or decision made by a majority of the members in attendance is a valid act or decision. Elections shall be held by voice vote or by show of hands when needed to verify an inconclusive voice vote. Elections shall be held by secret ballot if circumstances warrant.

*4.06 Action Without a Meeting: Written Ballot.* Any action which may be taken at a meeting of the members may be taken by conforming to the mail balloting procedure specified in the California Nonprofit Corporation Law.

## **ARTICLE V**

### ***Board of Directors***

*5.01 Board of Directors.* The Board of Directors ("Board") is the governing body of the Society and has the authority and is responsible for the supervision, control, and direction of the Society.

*5.02 Eligibility and Number of Board Members.* Board members shall be limited to members in good standing who are Active or Emeritus members. There shall be 15-20 Board members including the four last Presidents. Board members shall be elected by the members at the Annual Meeting each year.

*5.03 Election and Term of Office.* The Board of Directors of the Society shall be elected at the annual meeting to replace those whose terms are expiring. A call for nominations is sent to the membership in December and a slate of nominees shall be presented by the Nominating Committee at the Board meeting at the annual meeting each Spring. Two additional nominations may be made from the floor. The Board of Directors will take a final vote at the Sunday meeting concluding the annual meeting. In all cases where more than one person is nominated for the same office a secret ballot must be held. Directors shall serve terms of three years beginning on June 1.

#### *5.04 Vacancies.*

A vacancy on the Board will exist upon the death or resignation of a director, upon a determination by nine (9) directors that a director is incapacitated or otherwise unable to serve and such incapacity or inability is likely to continue beyond the expiration of the director's term or that good cause has been shown to exist for the removal of the director or upon a director ceasing to be a voting member of the San Francisco Neurological Society. Any officer or director may resign his or her office at any time by giving written notice to the president of the Society.

Upon the death, resignation or removal of an officer or director, a successor will be elected to serve for the unexpired term by the vote of a majority of the directors present and voting

at any organizational or regular meeting, provided that notice of such proposed action will be given to each director at least forty-eight (48) hours prior to the time of such meeting.

5.05 *Meetings*. The President or any two Board members may call meetings of the Board. The Board shall hold its annual meeting at the time and place it selects and shall hold other meetings each year at the time and place it selects.

5.06 *Notice*. The Board may hold regular meetings without notice if the time and place of such meetings is fixed by the Board. The Board may hold special meetings upon four days notice by first class mail or 48 hours notice delivered personally or by telephone, e-mail, telegraph or facsimile.

5.07 *Quorum*. Four Directors shall be necessary to constitute a quorum of the Board.

5.08 *Board Action*. Every act or decision done or made by a majority of the Board members present at a meeting duly held at which a quorum is present is the act of the Board. The Board may adopt rules and regulations which may supplement and interpret these Bylaws and shall be binding and enforceable as to members, Board members and officers.

5.09 *Absence*. Any member of the Board who is unable to attend a meeting shall notify the President of the reasons for the absence. If a Board member is absent for three or more consecutive meetings in any one fiscal year, for reasons which the remaining Board shall determine to be insufficient, the Board member's resignation shall to deemed to be rendered and accepted, and her or she shall be so notified.

5.10 *Conduct of Meetings*. Meetings shall be governed by *Robert's Rules of Order*.

5.11 *Meeting by Conference Telephone*. Members of the Board may participate in a meeting through use of conference telephone if all of the following apply:

- (1) Each member can communicate with all of the other members concurrently;
- (2) Each member is provided with a means of participating in all matters before the Board, including the capacity to propose, or to interpose an objection, to a specific action to be taken;

5.12 *Action by Unanimous Written Consent Without a Meeting*. Any action required or permitted to be taken by the Board under any provision of law may be taken without a meeting if all members of the Board shall individually or collectively consent in writing to such action in the manner specified in the California Nonprofit Corporation Law. This can be done by e-mail but should be ratified at the next meeting.

## **ARTICLE VI**

### ***Officers***

6.01 *Officers.* The officers of the Society shall be a President, a President-Elect, Immediate Past-President, and a Secretary-Treasurer.

6.02 *Selection and Term of Office.* Each officer will be elected from among the directors by a majority of the Board members present and voting at the last Board meeting before the expiration of the term. Voting will be by secret ballot. If more than two directors are nominated for election to a single office and if no candidate receives a majority of the votes cast, the director receiving the fewest number of votes on each ballot will be eliminated as a candidate.

Each officer shall serve a one-year term and shall not serve in the same position for more than three consecutive terms.

### **6.03           President**

The president will be chief executive officer of the Society and will, subject to the control of the Board, have general supervision, direction and control of the affairs of the Society. He or she will preside at all meetings of the members and of the Board. He or she will be an ex-officio member of all the Committees and sections and will have such other powers and duties as the Board may prescribe.

### **6.04           President-Elect**

The president-elect will perform all the duties of the president during his or her absence or inability to act, and when so acting will have all the powers of the president. The president-elect will have such other powers and duties as the Board may prescribe.

### **6.05           Secretary-Treasurer**

The secretary-treasurer will supervise the keeping of the accounts of the Society in a thorough and proper manner and will render statements of financial affairs of the Society in such form as often as required by the Board or the president. The secretary-treasurer will perform all other duties commonly incident to his or her office and will have such other powers and duties as the Board may prescribe.

## **ARTICLE VII**

### ***Committees***

7.01 *Executive Committee.* The Executive Committee shall have the full authority of the Board to act between meetings of the Board, except as to matters specifically withheld by the Board and subject to any further limitations specified in writing by the Board. The Committee shall consist of the officers and shall meet only on the call of the President or designee.

7.02 *Continuing Medical Education Committee.* A Continuing Medical Education Committee shall meet four times per year to plan continuing medical education activities and foster scholarly activity in the neurosciences. The committee shall be comprised as follows:

7.02.1 *Director of Medical Education.* A member of the Society appointed by the President in accordance with California Medical Association procedures and approved by the Board shall serve as the Director of Medical Education and Chair of the Continuing Medical Education Committee. The Director of Medical Education shall serve a four-year term.

7.02.2 *Members of the Continuing Medical Education Committee.* Members of the Continuing Medical Education Committee shall be the current President and President-Elect as well as other Active, Emeritus or Associate members of the Society in good standing who may be appointed by the President upon consultation with the Director of Medical Education. Members shall serve one year terms. The total number of members of the Continuing Medical Education committee shall be determined each year by the Director of Medical Education, with the approval of the Board, in order to best suit the needs of the Society at that time

7.02.3 *Continuing Medical Education Budget.* The budget for the continuing medical education program shall be maintained separately from the general budget of the Society. The Secretary-Treasurer shall be charged with maintenance of the continuing Medical Education Budget.

7.03 *Nominating Committee.* The Nominating Committee shall consist of the Immediate Past President of the Society, who chairs the Committee, and two other members of the Society. All Nominating Committee members shall be appointed by the President with concurrence of the Board. Members of the Committee serve during the term of the President who appoints them. The Committee has the following duties:

- (1) To provide Board Members with a slate of nominees to be voted on at the Annual Meeting. Nominations can also be taken from the floor from Society members.
- (2) To ascertain the willingness of each candidate to serve in the position under consideration prior to the Annual Meeting election.

7.04 *Other Committees.* The Board in its discretion may form a committee or task force to meet the needs of the corporation.

7.05 *Committee Meetings.* All committee meetings shall conform to the requirements of these Bylaws respecting meetings of the Board with necessary changes in details.

## **ARTICLE VIII**

## **EXECUTIVE DIRECTOR**

8.01 *Executive Director.* The Board of Directors may at its discretion name an Executive Director, either from within or outside the Society. The Board may confer on this person such title, compensation, responsibilities, budget restrictions and other requirements as it may deem appropriate.

## **ARTICLE IX**

### ***Indemnification and Insurance***

9.01 *Indemnification.* To the fullest extent permitted by the law, the Society shall defend, indemnify and hold harmless any agent against any claim arising out of any alleged or actual action or inaction in the performance of duties performed in good faith on the Society's behalf. "Agent" for this purpose shall include representatives, Board members, officers and employees.

9.02 *Insurance.* The Society may purchase and maintain insurance to the full extent permitted by the law on behalf of its agents against any liability asserted against or incurred by the agent in such capacity arising out of the agent's status as such.

## **ARTICLE X**

### ***Amendment of Bylaws***

10.01 *Amendment of Bylaws.* These Bylaws may be amended by a majority vote of the Board or the members, provided that certain amendments to the Bylaws, including those that materially and adversely affect the rights of members or change the authorized number of Board Members must be approved by the members in accordance with the law.

## **ARTICLE XI**

### ***Interpretation***

11.01 *Interpretation.* These Bylaws are the agreement between the Society and its members about the regulating and managing of the affairs of the corporation. The Board may adopt rules and regulations, including policies and procedures, which shall supplement these Bylaws.