

THE NORTHERN NEW ENGLAND NEUROLOGICAL SOCIETY, INC.

[Maine, New Hampshire and Vermont]

BY-LAWS, 2003

ARTICLE I: NAME

The name of this organization shall be the Northern New England Neurological Society, Incorporated. The Northern New England Neurological Society, Incorporated shall hereafter be referred to as the Society.

ARTICLE II: PURPOSE

The purpose of this society shall be to advance the science of clinical neurology in Northern New England [Maine, New Hampshire and Vermont], to educate neurologists in the latest aspects of clinical neurosciences and to foster and appraise the application of a high standard of neurological care to community needs.

ARTICLE III: MEMBERSHIP

There will be four categories of membership; active, associate, honorary and junior. Active members are defined as physician-neuroscientists. Associate members are defined as nonphysician-neuroscientists. Honorary members are defined as those members of the society who have made outstanding contributions to the neurosciences in the states of Maine, New Hampshire and Vermont, as deemed by the membership. Junior members are defined as Neurology residents or fellows in training at the University of Vermont College of Medicine or Dartmouth Hitchcock Medical Center.

Only active members will have voting privileges and will be permitted to hold office.

ARTICLE IV: OFFICERS

Section I

Officers of the Society shall consist of a President, President-Elect, Secretary and Treasurer.

Section II

The President, President-Elect, Secretary and Treasurer shall be elected at the Spring meeting on odd-numbered years for terms of two (2) years and shall serve until their successors have been duly elected and installed. The President-Elect shall serve for two (2) years as President of the Society, and shall remain on the Executive Board for two (2) further years as Past President. Except for the Secretary, the officers shall not be eligible for immediate re-election to the same office on the Board following expiration of their term of duty. To provide continuity in administration, the Secretary may be elected for two successive terms for a maximum of four (4) years on the Board.

The duties of the officers shall be such as are usually associated with respective offices and may be prescribed by the By-Laws of the Society.

President – The President will serve for a two year term, will be responsible for the general operation of the Society, will chair the Program Committee, will conduct the business at the annual meetings and will be the spokesperson for the Society.

President-Elect – The President-Elect will serve as a member of the Board and Program Committee and will assume the President’s responsibilities prior to the scheduled transition of leadership if needed immediately following the President’s term of office.

Past-President – The Past-President will remain as a member of the Board for the two years immediately following the President’s term of office.

Secretary – The Secretary will serve for two years, with an option for extension to a second two year term. The Secretary will be responsible for recording the minutes of the annual meetings and meetings of the Board.

Treasurer – The Treasurer will be the “Chairs” of Neurology at the University of Vermont College of Medicine and Dartmouth Hitchcock Medical Center. The respective Chairs will rotate the responsibility every two years.

Section III

The President, President-Elect and Secretary of the Society shall be elected at the Spring semi-annual Meeting by a simple plurality vote of those Active Members present.

Section IV

Three Councilors will be elected and one each shall will represent the states of Maine, New Hampshire and Vermont. They will be chosen from the active membership. This election will occur at the biannual election meeting to be held in the spring of the odd-numbered years. Councilors may be elected for two successive terms two-year terms for a maximum of four years.

ARTICLE V - THE EXECUTIVE BOARD OF THE SOCIETY

Section I

The Executive Board of the Society shall consist of the Past-President, the President, the President-Elect, the Secretary, the Treasurer and the three Councilors. The Chairman of the Executive Board shall be the President of the Society and the Vice-Chairman shall be the President-Elect of the Society. The Executive Board shall hereafter be referred to as the Board.

Section II

The Board shall manage and exercise general executive supervision over the affairs of the Society. It shall have the power to initiate such rules, as it may deem expedient touching the Government, Property and Objectives of the Society.

Section III

In the event of a vacancy occurring in any office other than that of the President, this vacancy shall be filled by the Board at its discretion until the next Annual Meeting. Should the position of President become vacant, the President-Elect shall assume the office of the President for the remainder of the unexpired term as well as for the succeeding term.

Section IV

Dues and Assessments: The Board shall set the annual dues and special assessments to the membership according to the needs of the Society. The Treasurer shall disburse the funds collected as dues or assessments for conduct of the business of the Society at the direction of the Board. In the event of dissolution, the residual assets of this Society will be turned over to another organization described in Section 501 (c), (3) of the Internal Revenue Code or to a federal, state, or local government. A yearly treasurer's report will be made to the Active membership at the Spring meeting. Active and Associate membership dues will be the same. Honorary and Junior members will pay no dues.

ARTICLE VI: COMMITTEES

Section I – Standing Committees

Membership Committee – The Board shall serve as the Membership Committee. The Membership Committee shall receive applications from the Secretary, review individuals for membership and make recommendations for new members at the Annual Meeting.

Program Committee – The President shall appoint a Program Committee each year to be composed of the Past-President and one or more additional members of the Society. The President shall be the Chair of the Committee. The Committee will be responsible for the format of the Annual Meeting, including scientific, business and social activities.

Legislative Committee – The Legislative Committee shall be made up of at least two members appointed by the President. There shall be one member representative from each state of Maine, New Hampshire and Vermont. This Committee will monitor legislation that would be of interest to the Society and shall report such legislation to the membership at large at the spring meeting.

Nominating Committee - The Nominating Committee will be an ad hoc committee appointed by the Board and shall consist of three (3) Active Members not currently servicing on the Board to serve with the current Past-President. The three members shall each represent their respective states of Maine, New Hampshire and Vermont.

The Nominating Committee shall report its recommendations for a slate of officers at the Biannual March meeting (March meeting every two years). Additional nominations may be made from the floor by any Active Member at this meeting.

Section II – Special Committees

The President may appoint committees to assist in conducting the affairs of the Society as deemed necessary and as defined by the membership.

ARTICLE VII: FORFEITURE OF MEMBERSHIP

Section I – Nonpayment of Dues

A member who has not paid dues within a period of one (1) year after billing shall, upon being billed for the succeeding year, be notified of possible forfeiture of membership unless all indebtedness to the Society is met within sixty (60) days. Reinstatement following the sixty (60) day period shall require the request of the delinquent member, approval by the Board and liquidation of all indebtedness.

Section II – Duration of Membership

Any member may resign at any time by giving written notice to the Secretary of the Society.

Section III –

Unethical and unbecoming conduct of the member of the Society in all categories of membership may be considered as a cause for forfeiture of membership. Any charge of unethical conduct shall be sent in writing to the Secretary who will present it to the Board before any action is taken. The member whose conduct is under consideration shall be allowed to be present at these proceedings and may have counsel. The Board shall carefully consider the evidence and make recommendations to the Society as to whether the member shall be dropped from the Society.

ARTICLE VIII: AMENDMENTS

On resolution by the Board or by a written proposal signed by 25% of the Active Members, these By-Laws may be amended by two-thirds of the votes cast at the Spring meeting. Written notice of the substance of the proposed amendment shall be sent to all members by the Secretary at least thirty (30) days prior to the meeting at which action is to be taken.

ARTICLE IV: MEETING

Section I

The meeting of the Society shall be semiannual and held in the Spring and Fall of each year. Time and place of the meeting shall be determined by the Board of the Society with concurrence of the membership. Special meetings may be called by the President upon approval of the Board or at the written request of one-third of the current active membership.

Section II

A quorum shall consist of at least 25% of the Active membership.

ARTICLE X: NATURE OF THE CORPORATION

The Northern New England Neurological Society, Inc. shall be incorporated as a nonprofit corporation according to the laws of the State of Vermont.

1/29/03 Revised

2/13/03