

Bylaws of the American Society for Neurochemistry

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Amended June 30th, 2021

Article I: Members

Section 1. Definition. The membership of the Society shall consist of ordinary members and corresponding members.

(a) Ordinary members shall be investigators in the field of neurochemistry or related fields that reside in the Western Hemisphere. Ordinary members receive all circulars, publications and announcements of the Society, may attend and submit abstracts to the meetings of the Society, may nominate new members, may propose motions at the regular business meeting, and may vote on any matters arising, including elections. Ordinary members excluding student and post-doc members may hold elected office in the Society.

(b) Corresponding members shall be investigators in the field of neurochemistry or related fields that do not reside in the Western Hemisphere. Corresponding members receive all circulars, publications and announcements of the Society, may attend and submit abstracts to the meetings of the Society, and may nominate new members.

(c) Emeritus members shall be members who have retired from their professional duties and who have chosen to be transferred to emeritus status from their previous membership class.

Section 2. Election to Membership. Admission to membership shall be by nomination made in writing on forms provided by the Secretary of the Society. Nominations may be submitted by members of the Society. Nominees shall be reviewed and approved by the membership committee and ratified by a majority vote of the Council of the Society.

Section 3. Membership Dues. The members shall pay annual dues. The annual dues for the first year of the Society shall be \$5.00. The amount of the annual dues may thereafter be increased or decreased upon recommendation of the Council and approval by a majority vote of the members at the regular meeting. The annual dues shall be payable on the individual anniversary date of each member when they initially joined the Society. Any member who shall fail to pay annual dues by 9 months after their anniversary date shall be deemed suspended from membership without action on the part of the Society. A member suspended for nonpayment of dues shall be restored to full membership on payment of all indebtedness.

Non-payment of dues for two consecutive years shall be cause for cancellation of membership, provided, however, that membership may be restored upon payment in full of all indebtedness to the Society and by approval of the Council or by any committee or group to whom the authority to grant such approval has been delegated by the Council.

Section 4. Forfeiture of Membership. Membership may be forfeited for causes deemed sufficient by the Council or by any committee or group to whom the authority to make such a determination has

been delegated by the Council, except that forfeiture proceedings shall only be initiated in each case on recommendation of an ad hoc committee of non-Council members appointed by the President. Upon recommendation of forfeiture, a notice shall be sent to the members within thirty days setting forth the reasons for contemplating forfeiture. In such cases, the member shall be granted a reasonable time within which to rebut the recommendation before the Council or other group, as the case may be. A recommendation of forfeiture shall be submitted to a vote of the members at the regular business meeting and a two-thirds majority (calculated from the total number of members voting at the annual business meeting) shall be required for forfeiture.

Section 5. Powers. All powers of the Society shall reside in its membership, except as otherwise delegated to the Council in the Bylaws, who shall take action at its regular and special meetings in accordance with the Articles of Incorporation and the Bylaws.

ARTICLE II: Meetings

Section 1. Regular Meeting. The Society shall hold a regular meeting at least once in a two year period (biennial) at a time, place and date determined by the Council. (Note: a biennial designation was amended in 2015 and does not preclude meetings to be held annually).

(a) At each regular meeting the members shall, by election as set forth in Article III of these Bylaws, fill the vacancies on the Council.

(b) The regular meeting shall consist of a scientific program and of one or more business meetings concerning the operation and management of the Society. The scientific program shall include presentations of scientific papers by the members and other scientific activities as determined by the Program Committee. Council will be informed and will approve the thematic and general programmatic decisions made by the Program Committee. The right of individual members to present and to sponsor papers shall be regulated by the Council as necessitated by circumstances, but with due regard to equality of privilege for all members. Any meeting relative to the operation and management of the Society shall be open to all members. Discussion shall likewise be open to all members, and voting on motions shall be restricted to ordinary members unless otherwise provided in these Bylaws.

c) The regular meeting shall be opened to all interested scientists who will have registered to participate in the meeting. The registered scientists who are not members of the Society shall be deemed to be "registrants" of the Society. Registrants of the Society shall be eligible to participate in the activities of the meeting but shall not be considered members. Presentation of scientific contributions by registrants shall be regulated by the Scientific Program Committee on behalf of Council. .

Section 2. Special Actions.

(a) At any time in the interval between regular meetings, special meetings of the members may be called by the President acting upon the request of a majority of the Council, or upon request of fifty ordinary members or ten percent of the ordinary membership, whichever is greater. (b) At any time in the interval between regular meetings, votes by mail on special issues may be taken from the ordinary membership, by the President acting upon the request of a majority of the Council, or upon request of fifty ordinary members or ten percent of the ordinary membership, whichever is greater. For the vote to be valid, ten percent of the ordinary members must vote within 60 days from the date

of mailing. The issue will be decided by a simple majority of the votes cast unless otherwise specified by the Bylaws.

Section 3. Notice of Meetings. Written or printed notice of every regular or special meeting of the members shall be given to each member thirty (30) days or more before such meeting, by leaving the same with the member at their residence or usual place of business, or by mailing it, postage prepaid, and addressed to the member at their address as it appears upon the records of the Society. Notice of every special meeting shall state the place, day and hour of such meeting and the purpose thereof. No notice of any meeting of members need be given to any member who attends the meeting or who, in writing, executed and filed with the records of the meeting either before or after the holding thereof, waives such notice. Any meeting of members, regular or special, may adjourn from time to time to reconvene at the same or some other place, and no notice need be given of any such adjourned meeting other than by announcement.

Section 4. Quorum. At all business meetings of members the presence of five percent of the ordinary membership shall be necessary to constitute a quorum, provided, however, that quorum shall not be required at the first meeting. Any action required by law to be taken or authorized by the affirmative vote of a majority or other designated proportion of all the members shall be effective and valid if taken or authorized by a majority or designated proportion of all of the votes cast at a duly constituted meeting. In the absence of a quorum the members present at any meeting, by a majority vote and without notice other than by announcement, may adjourn the meeting from time to time until a quorum shall attend, or to a fixed date. At any such adjourned meeting at which a quorum shall be present, any matters may be considered which might have been considered at the meeting as originally called had the same been held at the time so called.

ARTICLE III: Council

Section 1. Composition and Term. A Council shall be elected for the purpose of managing the Society in the intervals between meetings. The Council shall consist of a President, Past-President, President-Elect, (note: the positions of President-Elect and Past President were created in 1996 by a vote of the membership), Secretary, Treasurer and twelve members.

(a) The President-Elect shall be elected directly by the ordinary membership of the Society for a term of two years, after which he or she shall assume the office of President. The outgoing President shall assume the position of Past-President. Presidential officers are not eligible to succeed themselves. (b) The Secretary and the Treasurer shall be elected by the ordinary members for a term of two years, at the expiration of which they shall be eligible for two consecutive terms after which they shall not be eligible for their respective offices for a period of four years. (c) The American Society for Neurochemistry shall establish the position of Treasurer Elect. The person that will occupy this office will initially be elected in a special election, and in the future during the regular election process. However, the term of the Treasurer Elect will be just for the year prior to assuming the duties of Treasurer. (d) The American Society for Neurochemistry shall establish the position of Secretary Elect. The person that will occupy this office will initially be elected in a special election, and in the future during the regular election process. However, the term of the Secretary Elect will be just for the year prior to assuming the duties of Secretary. (e) The twelve ordinary members shall be elected by the ordinary members for a term of four years, and shall not be eligible to succeed themselves. (f) The President of the Society upon completion of his/her term will automatically be appointed to Council for a two year term (note: added in 1979 by a vote of the membership, superceded in 1996 by creation of the position of Past President).

Section 2. Nominations for elections. Not later than six months prior to the pertinent regular meeting, the Secretary shall solicit from the ordinary members nominations to the anticipated vacancies in the Council. Each ordinary member is entitled to nominate no more than one candidate for each vacancy. Only ordinary members, with the exclusion of those in the category of student or post-doc, in good standing are eligible to hold office in the Society.

Nominations received at the Secretary's office later than 45 days after the mailing of the solicitation, not counting the day of mailing, shall not be considered valid. The Secretary will forward all nominations to the Nominating Committee (note: the nominating committee was created and defined in 1996 by a vote of the membership). Within thirty days of the close of nominations, the Nominating Committee will construct a slate of candidates from the submitted nominations and the entire ordinary membership. Any member receiving six or more nominations from the ordinary membership will be placed on the slate. All persons on the slate shall be contacted by the chair of the Nominating Committee to determine their willingness to serve, if elected. Upon receipt of their concurrence, in writing and within thirty days of notification, the names shall be placed on the ballot. No name shall be placed on the ballot without the concurrence of the nominee in writing. The ballot will provide at least one candidate for each officer vacancy and at least eight candidates for six vacant Council positions. The ballot will be forwarded to the Secretary who shall conduct the election.

Section 3. Election. Ballot links will be generated via a secure server and will be sent electronically to ordinary members sixty days prior to the general election. The completed ballots must be received by the society's website Teller no less than twenty one days prior to the regular meeting.

Section 4. First and Second Elections of the Council.

(a) The ballot for the first election of the Council shall contain candidates for President, Secretary, Treasurer and twelve (12) members of the Council. Five of the ordinary members of the Council shall be selected by lot to serve terms of two years, instead of the usual four-year term. The ballot for the second election shall contain candidates for President, Secretary, Treasurer, five ordinary members and one associate member (note: the category of associate representative on Council was replaced by another ordinary member in 1983 by vote of the membership). The first election shall be held as specified in Article III, Sections 2 and 3, in the fall-winter of 1970-71. (b) The ballot for the 1997 election of the Council shall contain candidates for President, President-Elect, Secretary, Treasurer and six members of Council. The ballot for the second and subsequent elections shall contain candidates for President-Elect, Secretary, Treasurer and six members of Council. The first election shall be held as specified in Article III, Sections 2, 3 and 4 in fall-winter of 1996-1997.

Section 5. Vacancies on Council. Except for officers, vacancies occurring on the Council, except through removal by the members as specified in Section 7 below, will be filled until the next regularly scheduled election by alternates and then by candidates on the last preceding regular ballot in order of decreasing number of votes received. In the event of reduction to less than seven (7) members of Council and no candidates are available from the preceding ballot, the President shall call a special election which shall follow the prescribed procedure for ordinary elections.

Section 6 Holding of Council Position. Each member of the Council shall hold their position until the end of the term at which time the position is subject to election, or until a successor shall have been duly chosen and qualified or until he/she shall have resigned or shall have been removed in the manner hereinafter provided.

Section 7. Removal. Any member of the Council may, with or without cause, be removed by two-thirds majority of the ordinary members of the Society, who cast votes, at any meeting thereof and another be elected in his/her place by a simple majority vote.

Section 8. Organizational Meeting. After each regular meeting of the members, the Council, as newly constituted, shall meet as soon as practicable for the purpose of organization, and the discussion of other matters, at such time as may be designated by the members at such meeting; in the event that no time is designated by the members, the Council shall meet during or immediately after the adjournment of such regular meeting of the members. Such organizational meeting shall be held at such place as may be designated by the members or, in default of such designation, at such place as may be designated by the Council. No notice of such first meeting shall be necessary. Other meetings of the Council shall be held on such dates and at such places as may be designated from time to time by the Council.

Section 9. Special Meetings. Special meetings of the Council may be called at any time by the President or by a majority of the Council members in writing with or without a meeting. Such special meeting shall be held at such place as may be designated by the Council.

Section 10. Notice. Except as provided in Section 8 of this Article, notice of the place, day and hour of every regular and special meeting shall be given to each Council member at least five (5) days before the meeting. Unless required by resolution of the Council, no notice of any meeting need state the purpose thereof. No notice of any meeting of the Council need be given to any member who attends or to any member who, in writing, executed and filed with the records of the meeting either before or after the holding thereof, waives such notice. Any meeting of the Council, regular or special, may adjourn from time to time reconvene at the same or some other place, and no notice need be given of any such adjourned meeting other than by announcement.

Section 11. Quorum. At all meetings of the Council, a majority of the Council members shall constitute a quorum, and the vote of a majority of such a quorum at a duly constituted meeting shall be sufficient to elect and pass any measure. In the absence of a quorum, the members present, by a majority vote and without notice other than by announcement, may adjourn the meeting from time to time or to a fixed date. At any such adjourned meeting at which a quorum shall be present, any matters may be considered which might have been considered at the meeting as originally called had the same been held at the time so called.

Section 12. Compensation. The members of the Council may not receive compensation for their services as such.

ARTICLE IV: Officers

Section 1. General. The officers of the Society shall consist of a President, a President-Elect, a Secretary and a Treasurer, and whenever deemed advisable by the Council, one or more Assistant Secretaries and Assistant Treasurers. Each such officer shall hold office until the first meeting of the Council after the regular meeting of members at which a successor shall have been elected or until a successor shall have been duly chosen and qualified, or until he/she shall have resigned or shall have been removed. In order to ensure continuity in the operation of the Society, any vacancy in any of the above offices shall be filled, for the unexpired portion of the term, by the Council from one of the Society's current members, at any regular or special meeting.

Section 2. Presidential officers. The President shall be the chief executive officer of the Society, and shall preside at all meetings of the members and the Council at which he or she shall be present. The President shall have, subject to the control of Council, general charge and supervision of the affairs of the Society; including signing and executing in the name of the Society all authorized deeds, mortgages, bonds, contracts or other instruments, except in the cases in which the signing and execution thereof shall have been expressly delegated to some other officer or agent of the Society. The President shall perform such other duties from time to time as may be assigned by the Council. The President-Elect and the Past President shall assist the President, shall be members of Council and the President-Elect shall substitute for the President when necessary. The President-Elect shall be elected biennially for a period of two years and shall assume office at the first Council meeting at the first regular meeting of members which follows the election. At the same time the previous President-Elect shall become President, and the previous President shall assume the position of Past President.

Section 3. Secretary. The Secretary shall attend all meetings of the members and of the Council and shall keep minutes of all meetings; he or she shall see that all notices are duly given in accordance with the provisions of the Bylaws or as required by law, he or she shall be custodian of the records of the Society; he or she shall see that the seal of the Society is affixed to all documents when applicable, the execution of which on behalf of the Society, under its seal, is duly authorized and when so affixed, may attest the same; and in general, he or she shall perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the Council or the President.

Section 4. Treasurer. The Treasurer shall be the fiscal officer of the Society. He or she shall prepare and submit to the Council plans, suggestions and recommendations for the work of the Society; he or she shall have charge of and be responsible for all funds, securities, receipts and disbursements of the Society, and shall deposit or cause to be deposited in the name of the Society all monies or other valuable effects in such banks, trust companies or other depositories as shall from time to time be selected by the Council; he or she shall render to the President and to the Council whenever requested an account of the financial condition of the Society and, in general, he or she shall perform all the duties incident to the office of Treasurer and such other duties as may be assigned from time to time by the Council or the President.

Section 5. Assistant Officers. The Assistant Officers shall have such duties as from time to time may be assigned to them by the Council or the President.

Section 6. Removal. Any officer of the Society may be removed at any time with or without cause, in accordance with provisions of Article III, Section 7.

ARTICLE V: Financial Administration

Section 1. All checks, drafts and orders for the payment of money, notes and other evidence of indebtedness, issued in the name of the Society, shall be signed by such officer or designate as the Council may from time to time approve.

Section 2. A full and true statement of the affairs of the Society shall be submitted at the regular meeting of the members and filed within twenty (20) days thereafter at the principal office of the Society.

Section 3. Fiscal Year. The fiscal year of the Society shall be from July 1 to June 30, inclusive.

ARTICLE VI: Sundry Provisions

Section 1. Seal. The Council shall provide a suitable seal bearing the name of the Society, which shall be in the charge of the Secretary.

Section 2. Amendments. Any and all provisions of these Bylaws may be altered, amended or repealed, and new Bylaws be adopted. Amendments may originate from the Council or from the membership, but in no case may such proposed Bylaws conflict with the Articles of Incorporation, or the laws of the District of Columbia. Amendments proposed by the membership shall be endorsed by six members or two percent (2%) of the membership, whichever shall be greater, and shall be sent to the Secretary. Initiation of action on such proposed amendments shall be by affirmative vote of a majority of the members present at any regular or special meeting or by a majority vote of Council. Commencing with the 1971 annual meeting, proposed amendments so initiated must be circulated by the Secretary within eighty (80) days after the meeting at which initiation of action was voted, and shall require approval by mail of a majority of the ordinary members of the Society responding within 60 days to the ballot. For the vote to be valid, ten percent of the membership must vote. Amendments shall become effective immediately following their adoption.