

BYLAWS of California Neurology Society

Mission of CNS is:

- To stimulate and foster improvements in all aspects of health care germane to patients with neurological diseases
- To encourage the association of neurologists in professional matters
- To advance the practice of neurology in the State of California
- To follow and take positions on issues germane to the California neurologist
- To promote continuing education and advancement of scientific and clinical knowledge

Vision of the CNS is:

- To grow as an organization in its role as legislative advocate so as to empower neurologists to be able to advance better patient care
- To educate the public about the important role that neurologists can play in the management of various diseases.
- To develop a reputation for being the organization members can turn to for the acquisition of information and dissemination of information
- To serve as a spokesman for neurologists in the State of California
- To achieve the above without adding an excessive economic burden by keeping membership dues at an affordable level.

Values:

The CNS aims to be unbiased and professional in the presentation of information and to offer a forum where innovative ideas can be exchanged from a number of sources across the State of California.

ARTICLE I. OFFICES

Principal Office

Section 1.01.

The principal office of the Corporation for its transaction of business is currently located in Sacramento, California.

Change of Address

Section 1.02.

The Board of Directors is hereby granted full power and authority to change the principal office of the Corporation from one location to another in the State of California. Any such change shall be noted by the Secretary in these Bylaws, but shall not be considered an amendment of these Bylaws.

ARTICLE II. MEMBERS

Classification of Members and voting privileges

Section 2.01

- Members - Membership is granted to any Board-eligible or Board certified MD or DO residing, practicing or participating in neurological research or academic activities in the State of California. Those whose area of expertise is germane to neurology (eg PM&R, rheumatology, pain management, sleep medicine, etc) but do not fit the above criteria can be granted membership unless otherwise decided by the Membership Committee and Board of Directors.
- Senior Members – Age of 65; discounted membership if serving on a committee
- Associate Members (non-voting & lower dues) – medical students, residents and interns
- Affiliate - Nurses; PA's; Neuropsychologist; non-physician researchers, staff - non-voting

Voting privileges:

Section 2.02.

Voting is granted to members and senior members who are in good standing within the CNS organization. .

Dues

Section 2.03.

The annual dues payable to the Corporation by members shall be in such amounts as shall be determined by resolution of the Board of Directors. Dues shall be payable for the first year on admission to membership and annually thereafter at such time or times as may be fixed by the Board of Directors

Assessments

Section 2.04.

Memberships shall be non-assessable.

Number of Members

Section 2.05.

There shall be no limit on the number of members the Corporation may admit.

Membership Book

Section 2.06.

The Corporation shall keep in written form or in any form capable of being converted into written form a membership log containing the name, email address, phone number and mailing address of each member. The membership log shall also contain the reasons of termination and the date on which such membership was discontinued. This membership log shall be kept at the principal office of the Corporation and shall be subject to the rights of inspection.

Nonliability of Members

Section 2.07.

A member of the Corporation shall not solely because of such membership be personally liable for the debts, obligations, or liabilities of the Corporation.

Transferability of Membership

Section 2.08.

Neither the membership in the Corporation nor any rights in the membership may be transferred for value or otherwise.

Termination of Membership

Causes

Section 2.09.

(a) The membership and all rights of membership shall automatically terminate on the occurrence of any of the following causes:

- (1) The voluntary resignation of a member
- (2) The death of a member
- (3) Failure of a member to maintain his or her license as a physician entitled to practice medicine in the State of California. This may not apply to physicians retired from practice but previously licensed
- (4) Voting privileges shall be suspended to any member not paying appropriate yearly dues, but this voting privilege shall be immediately reinstated upon receipt of said dues.

(b) Resignation by Giving Notice.

Section 2.10

The membership of any member of the Corporation shall automatically terminate on such member's written request by email or traditional mail via postage.

ARTICLE III. MEETINGS OF MEMBERS

Place

Section 3.01.

Meetings of members shall be held at the principal office of the Corporation or at such location within the State of California as may be designated from time to time by resolution of the Board of Directors, including the use of phone conferences.

Regular Meetings

Section 3.02.

The members shall meet annually at such time and place as shall be specified by the Board of Directors for the purpose of transacting such proper business as may come before the meeting, including the election of Directors for such terms as are fixed in Section 4.03 of these Bylaws. If the election of Directors shall not occur at any such meeting of the members, or without a meeting by written ballot pursuant to Section 3.11 of these Bylaws, the Board shall or five (5) percent of the members may cause the election of Directors to be held at a special meeting of members called

and held as soon as it is reasonably possible after the adjournment of the regular meeting of the members. If the day fixed for the regular meeting of members falls on a legal holiday, such meeting shall be held at the same hour and place on the next succeeding day.

Special Meetings

Section 3.03.

Special meetings of members shall be called by the Board of Directors and held at such place at such times and places within the State of California as may be ordered by resolution of the Board of Directors or by at least five (5) percent of the members of the Corporation. Five (5) percent or more of the members of the Corporation may call special meetings for any lawful purpose. Due to the constraints of distance in a State as large as California, phone conference meetings may suffice with the approval of the Board of Directors.

Notice of Meetings

Section 3.04.

Written notice of every meeting of members shall be either personally delivered, emailed or mailed by first-class United States mail, postage prepaid, at least fifteen (15) but not more than ninety (90) days before the date of the meeting to each member who on the record date for notice of the meeting is entitled to vote at such meeting.

In the event given by mail or other means of written communication, the notice shall be addressed to the member at the address of such member appearing on the books of the Corporation or at the address given by the member to the Corporation for the purpose of notice. Where no such address appears or is given, notice shall be given at the principal office of the Corporation. The Secretary-Treasurer of the Corporation, or any transfer agent specially designated by the Secretary-Treasurer for the purpose herein mentioned, shall execute an affidavit of the giving of the notice of the meeting of members. In the case of a specially called meeting of members, notice that a meeting will be held at a time requested by the person or persons calling the meeting not less than thirty-five (35) days nor more than ninety (90) days after receipt of the written request from such person or persons by the Chairman of the Board or the President or Vice-President or Secretary-Treasurer of the Corporation shall be sent to the members forthwith and in any event within twenty (20) days after the request was received.

No meeting of members may be adjourned more than forty five (45) days. If a meeting is adjourned to another time or place, and thereafter a new record date is fixed for notice or voting, a notice of the adjourned meeting shall be given to each member of record who, on the record date for notice of the meeting, is entitled to vote at the meeting.

Contents of Notice

Section 3.05.

The notice shall state the place, date, and time of meeting. In the case of regular meetings, the notice shall state those matters which the Board of Directors, at the time the notice is given, intends to present for action by the members. The notice of any meeting at which Directors are to be elected shall include the names of all those who are nominees at the time the notice is given to the members.

Waivers, Consents, and Approvals

Section 3.06.

The transactions of any meeting of members, however called and noticed, and wherever held, shall be as valid as though had a meeting duly held after regular call and notice, if a quorum is present either in person or by proxy, and if, either before or after the meeting, each of the persons entitled to vote but not present in person or by proxy, signs a written waiver of notice, a consent to the holding of the meeting, or an approval of the minutes of the meeting. All such waivers, consents, and approvals shall be filed with the corporate records.

Quorum

Section 3.07.

A quorum at any meeting of members shall consist of ten percent (10%) of the voting power, represented in person or by proxy. For purposes of this Bylaw, "voting power" means the power to vote for the election of Directors at the time any determination of voting power is made and does not include the right to vote on the happening of some condition or event which has not yet occurred. The only matters that may be voted upon at any regular meeting actually attended, in person or by proxy, by less than one-third of the voting power are matters notice of the general nature of which was given under sections 3.04 and 3.05.

Loss of Quorum

Section 3.08.

The members present at a duly called or held meeting at which a quorum is presented may continue to transact business until adjournment notwithstanding the withdrawal of enough members to leave less than a quorum, if such action taken, other than adjournment, is approved by at least a majority of members required to constitute a quorum.

Adjournment for Lack of Quorum

Section 3.09.

In the absence of a quorum, any meeting of members may be adjourned from time to time by the vote of a majority of the votes represented either in person or by proxy, but no other business may be transacted except as provided in Section 3.08 of these Bylaws.

Voting Membership

Entitlement

Section 3.10.

(a) Each voting member is entitled to one vote on each matter submitted to a vote of the members.

Record Date of Membership

(b) The Board of Directors shall fix, in advance, a date as the record date for the purposes of determining the members entitled to notice of and to vote at any meeting of members. Such notice record date shall not be more than ninety (90) nor less than ten (10) days before the date of the meeting. Such voting record date shall not be more than sixty (60) days before the date of the meeting. The Board shall also fix, in advance, a date as the record date for the purpose of determining the members entitled to exercise any rights in respect of any other lawful action. Such record date shall not be more than 60 days prior to such other action.

Action Without Meeting by Written Ballot

Section 3.11

Ballot Requirements

(a) Subject to the limitations specified in Section 3.11(b) of these Bylaws, any action which may be taken at any regular or special meeting of members may be taken without a meeting provided there is satisfaction of the following ballot requirements:

(1) The Corporation distributes a written ballot to every member entitled to vote on the matter. These ballots may be in an electronic format.

(2) The ballot shall set forth the proposed action, provide an opportunity to specify approval or disapproval of any proposal, and provide a reasonable time within which to return the ballot to the Corporation;

(3) The number of votes cast by ballot with the time period specified equals or exceeds the quorum required to be present at a meeting authorizing the action; and

(4) The number of approvals equals or exceeds the number of votes that would be required to approve at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

Solicitation of Ballots

(b) Ballots shall be solicited in a manner consistent with the requirements of giving notice of members' meetings set forth in Section 3.04 of these Bylaws and of voting by written ballot set forth in Corporations Code Section 7514. All such solicitations shall indicate the number of responses needed to meet the quorum requirement and, with respect to ballots other than for the election of Directors, shall state the percentage of approvals necessary to pass the measure submitted. The solicitation shall specify the time by which the ballot must be received in order to be counted.

Conduct of Meetings

Section 3.12

Chairman

(a) The President of the Corporation or, in his or her absence, the Vice President shall be Chairman of and shall preside over the meetings of the members.

Secretary of Meetings

(b) The Secretary of the Corporation shall act as the secretary of all meetings of members; provided that in his or her absence, the Chairman of the meetings of members shall appoint another person to act as a secretary of the meetings. The board meeting coordinator is to assist the secretary of the meetings in these duties.

Rules of Order

(c) The Robert's Rules of Order, as may be amended from time to time, shall govern the meetings of members insofar as such rules are not inconsistent with or in conflict with these Bylaws, the Articles of Incorporation of this Corporation.

ARTICLE IV. DIRECTORS & OFFICERS

Number and Representation

Section 4.01.

Collectively, the Directors shall be known as the Executive Board of Directors. The SIX officers of the organization including the (1) President, (2) the VP, (3) the Secretary and (4) the Treasurer gain automatic membership to the board. In addition, (5) the immediate Past President is invited to sit on the board for additional two terms past their presidency. An additional automatic board membership is granted to the (6) the Chair of the Legislative Committee. The board shall appoint six (6) to eight (8) directors that are representative of the demographics of neurologists in California with regard to gender, ethnicity, geography and type of practice. Al

The Corporation shall have adequate number of directors to adequately represent the membership at large. Should directorship number drop the membership committee is obliged to hold special election for nomination of directors.

Qualifications

Section 4.02.

The Directors of the Corporation shall be residents of the State of California and be neurologists. The Directors shall also be active members of the Corporation in good standing. Each director shall be able to serve on at least one standing committee actively.

Terms of Office

Section 4.03.

Each Director who is an Officer of the Corporation as described in Section 5.01 shall hold office for two (2) years and until his or her successor is elected and qualifies under Section 4.02 of these Bylaws. The Directors who are not officers shall hold office for two (2) years and until each Director's successor is elected. In the event a Director is removed at a special meeting of the members, the Director shall hold office until his or her removal and his or her successor is elected and qualifies. . Directors shall be eligible for re-election without limitation on the number of terms they may serve, provided they continue to meet the qualifications required by Section 4.02 of these Bylaws

Nomination

Section 4.04.

Any person qualified to be a Director under Section 4.02 of these Bylaws may be nominated by an active member on the one month time period leading up to the annual meeting. The membership committee shall reach out to the membership at large one month prior to the annual meeting and actively seek for nominations of any open slots. . The annual meeting is also an opportune time to seek nominations to expand board membership shall there be specific need to have more representation.

Election

Section 4.05.

The number of electable Directors (President, VP, Secretary, Treasurer, and Chair of Legislative Committee) whose terms have expired shall be elected at each annual meeting as prescribed by

Section 3.02

The Candidates receiving the highest number of votes up to the number of Directors to be elected are elected

Section 4.06.

The Directors shall serve without compensation except for registration dues for conferences are waived. Directors are not excluded from receiving travel-related expenses that may be offered to them if they are invited to serve as a speaker at a conference.

Directorship Meetings

Call of Board Meetings

Section 4.07.

Meetings of the Board may be called by the President, Vice-President, Secretary or Treasurer or any two (2) Directors.

Location of Board Meetings

Section 4.08.

All meetings of the Board shall be held at the principal office of the Corporation, at the annual meeting or at such other location as the Board may set. Whenever feasible every effort shall be made by the Board Meeting Coordinator to accommodate board members via electronic or phone presence (eg Webcam, webX, etc) for board meetings.

Timing of Board Meetings

Section 4.09.

Regular meetings of the Board shall be held at least once each quarter at a time that is feasible for most participants. If a board meeting is arranged during the annual meeting, this shall qualify for the required quarterly meeting.

Coordination of Board Meetings

Section 4.10.

The President organizes the agenda of the board meetings. Among the standing agenda items may be the anti-trust policy and the reports by all the committees, review of old and new business and determining timing of future meetings and events. The Board Meeting Coordinator shall assist with logistics of arranging the meeting such as arranging location, providing sign-in sheets and working with officers to prepare an agenda. The Board Meeting Coordinator shall collaborate with the Treasurer to present the financial statements from the last quarter at the board meeting. The Board Meeting Coordinator in collaboration with the secretary shall prepare meeting minutes or designate a person to do so and submit these to the board for review within two weeks (14 days) of the meeting for corrections/additions. The Secretary shall finalize these minutes and submit them to the website coordinator for online posting onto the CMS website.

Special Meetings

Section 4.11.

Special meetings of the Board may be called by the President or Vice-President or Secretary or Treasurer or any two (2) Directors. Special meetings shall be held on seven (7) days' notice by first class mail, postage prepaid, or on forty-eight (48) hours' notice delivered personally or by telephone

or email . Notice of the special meeting need not be given to any Director who signs a waiver of notice or a written consent to holding the meeting or an approval of the minutes thereof, whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of such notice to such Director. All such waivers, consents, and approval shall be filed with the corporate records or made a part of the minutes of the meetings.

Quorum

Section 4.12.

A majority of the authorized number of Directors constitutes a quorum of the Board for the transaction of business, except as hereinafter provided.

Transactions of Board

Section 4.13.

Except as otherwise provided in the Articles, in these Bylaws, or by law, every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present is the act of the Board, provided, however, that any meeting at which a quorum was initially present may continue to transact business notwithstanding the withdrawal of Directors if any action taken is approved by at least a majority of the required quorum for such meeting.

Conduct of Meetings

Section 4.14.

The President or, in his or her absence the Vice-President or any Director selected by the Directors present shall preside at meetings of the Board of Directors. The Secretary of the Corporation or, in the Secretary's absence, any person appointed by the presiding officer shall act as Secretary of the Board. Members of the Board may participate in a meeting through use of conference telephone or similar communications equipment, so long as all members participating in such meeting can hear one another. Such participation shall constitute personal presence at the meeting.

Adjournment

Section 4.15

A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. If the meeting is adjourned for more than twenty-four (24) hours, notice of the adjournment to another time or place must be given prior to the time of the adjourned meeting to the Directors who were not present at the time of the adjournment.

Action Without Meeting

Section 4.15. Any action required or permitted to be taken by the Board may be taken without a meeting, if all members of the Board individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as the unanimous vote of such Directors.

Removal of Directors

Removal for Cause

Section 4.16

(a) The Board may declare vacant the office of a Director on the occurrence of any of the following events:

(1) The Director has been declared of unsound mind by a final order of court;

(2) The Director has been convicted of a felony; or

(3) The Director has been found by a final order or judgment of any court to have breached duties imposed by Section 7238 of the Corporations Code on directors who perform functions with respect to assets held in charitable trust,

(4) The Director has failed to attend three (3) successive meetings of the Board without legitimate excuse or

(5) The Director fails to continue to meet the qualifications for membership in the Corporation.

Removal Without Cause

Section 4.17.

Any or all of the Directors may be removed without cause if, where the Corporation has fewer than fifty (50) members, such removal shall be approved by a majority of all members pursuant to Section 5033 of the Corporations Code; or where the Corporation has more than fifty (50) members, such removal shall be approved by the members within the meaning of Section 5034 of the Corporations Code. However, a Director shall not be removed, unless the entire Board is removed, when the votes cast against removal, or not consenting in writing to such removal, would be sufficient to elect such Director if voted cumulatively at an election at which the same total number of votes were cast (or if such action is taken by written ballot, all memberships entitled to vote were voted) and the entire number of directors authorized at the time of the Director's most recent election were then being elected.

Resignation of Director

Section 4.18.

Any Director may resign effective on giving written notice to the President, the Secretary, the Treasurer, or the Board of Directors of the Corporation, unless the notice specifies a later time of the effectiveness of such resignation. If the resignation is effective at a future time, a successor may be elected to take office when the resignation becomes effective.

Vacancies in the Board

Causes

Section 4.19.

(a) Vacancies on the Board of Directors shall exist on the death, resignation, or removal of any Director; whenever the number of Directors authorized is increased; and on the failure of the members in any election to elect the full number of Directors authorized.

Filling Vacancies by Directors

(b) Except as otherwise provided in the Articles or these Bylaws and except for a vacancy created

by the removal of a Director pursuant to Section 4.09 of these Bylaws, vacancies on the Board of Directors may be filled by approval of the Board of Directors, or, if the number of Directors then in office is less than a quorum, by (1) the unanimous written consent of the Directors then in office; (2) the affirmative vote of a majority of the Directors then in office at a meeting held pursuant to notice or waivers of notice as provided in Section 4.08(d) of these Bylaws; or (3) a sole remaining Director.

Filling Vacancies by Members

(c) Vacancies created by removal of Directors shall be filled only by the approval of the members within the meaning of Section 5034 of the Corporations Code. The members may elect a Director at any time to fill any vacancy not filled by the Directors.

ARTICLE V. OFFICERS

Titles and Duties of Officers:

Section 5.01.

The officers of the Corporation shall be a (1) President, (2) a Vice-President, (3) a Secretary and (4) a Treasurer (5) Past President (6) Chair of the Legislative Committee. As deemed necessary by the Board other officers may be appointed based on necessity. Candidates are appointed by the board.

Roles and Duties of Officers:

- The President is the general manager and chief executive officer of the Corporation. The president organizes the agenda for the board meetings and runs board meetings. The Vice-President shall oversee the establishment, progress and dissolution of the various standing and impromptu committees and make quarterly reports to the board of directors about the activities, challenges faced and progress of each committee. The VP should take the roles of the President in the absence of the President.
- The Secretary shall see to it that the reports as outlined in Sections 6.01 and 6.03 are prepared in a timely fashion. Services of various agencies to carry out these tasks can be recruited by the secretary with approval of the board of directors.
- The Treasurer shall oversee the financial statements on a monthly basis and present these on a quarterly basis at the board meetings, coordinating the preparation of the annual report
- The Past President is to help steer the organization towards its mission, values and vision. The past president is also tasked in guiding the recruitment of new members and heading the recruitment committee.
- The Chair of Legislative Committee Chair shall oversee and promote legislative advocacy issue and promote efforts beneficial to neurologists in California.

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Staff

Section 5.02.

The board can retain the services of a Staff such as Executive director, Board Meeting Coordinator, Event Planner or CME Coordinator who can be hired by the board to coordinate short-term or long-term projects. The terms of length of service and costs entailed in retaining service of these contracted positions shall be determined on a case-by-case basis. Both consultants and staff would be considered non-voting board members.

Roles and Duties of Staff

Section 5.03

- The Executive Director is tasked to manage the organization under the directorship of the board of directors.
- The Board Meeting Coordinator shall perform duties as outlined under coordination of board meetings in Section 4.07. The Meeting Coordinator shall assist coordinating logistics of contracted meetings together with the meeting committee.
- The CME Coordinator shall work with the board to find appropriate topics and identify resources for CME events
- The Event Planner shall work with the board members to organize the annual and mid-year meeting and events.

Consultants

Section 5.04

Consultants can be identified by board members whose advice can be sought on a case-by-case basis as the directorship sees fit. These may be past presidents and people with an interest in being more actively engaged with the organization.

Appointment and Resignation

Section 5.05.

The officers shall be elected by and serve at the pleasure of the Board of Directors, subject to the rights, if any, of an officer under any contract of employment. Any officer may resign at any time on written notice to the Corporation without prejudice to the rights, if any, of the Corporation under any contract to which the officer is a party.

ARTICLE VI. CORPORATE RECORDS, REPORTS, AND SEAL

Keeping Records

Section 6.01.

The Corporation shall keep adequate and correct records of account and minutes of the proceedings of its members, Board, and committees of the Board. The Corporation shall also keep a record of its members giving their names and addresses and the class of membership held by each. The minutes shall be kept in written form. Other books and records shall be kept in either written form or in any other form capable of being converted into written form.

Annual Report

Section 6.02.

The Corporation shall notify each member yearly of the member's right to receive a financial report pursuant to Corporations Code Section 8321(a). Except where the Corporation does not have more than one hundred (100) members or more than Ten Thousand Dollars (\$10,000) in assets at any time during the fiscal year, on the written request of a member the Board of Directors shall promptly cause the most recent annual report to be sent to the requesting member. The annual report shall be prepared not later than one hundred and twenty (120) days after the close of the Corporation's fiscal year. The annual report shall contain in appropriate detail the following: (1) a balance sheet as of the end of such fiscal year and an income statement and statement of changes in financial

position for such fiscal year; (2) a statement of the place where the names and addresses of the current members are located; and (3) any information concerning certain transactions and indemnifications required by Corporations Code Section 8322. The annual report shall be accompanied by any report thereon of independent accountants or, if there is not such a report, the certificate of any authorized officer of the Corporation that such statements were prepared without audit from the books and records of the Corporation.

Annual Statement of Certain Transactions and Indemnifications

Section 6.03.

The Corporation shall furnish annually to its members a statement of any transaction or indemnification described in Corporation Code Section 8322(d) and (e), if such transaction or indemnification took place. Such annual statement shall be affixed to and sent with the annual report described in Section 6.02 of these Bylaws.

Corporate Seal

Section 6.04.

The Board of Directors shall adopt a corporate seal which shall be in the form and design approved by the Board of Directors of the Corporation shall have the custody of the seal and affix it in all appropriate cases to all corporate documents. Failure to affix the seal shall not, however, affect the validity of any instrument.

ARTICLE VII. COMMITTEES

Section 7.01.

There shall be standing committees to advance the corporations goals and to allow for continuity of projects. The standing committees shall be the:

1. Continuing Education Committee – promotes the educational mission of the organization.
2. Legislative Affairs Committee - solicits input of membership about policies and key issues that affect the practice of neurology in the state of California
3. Bylaws Committee - solicits the general membership for proposed changes to the bylaws annually and composes wording fit to address the changing needs of the organization
4. Membership Committee - actively creates outreach activities to retain and recruit membership
5. Finance Committee (Headed by the Treasurer)
6. Executive Committee (comprising past and current presidents and officers)
7. Membership recruitment Committee (Headed by the regional directors)

Ad-hoc Committees

Section 7.02.

The Board of Directors may establish ad-hoc committees from time to time by resolution. Such committees shall have such functions, powers and duties as the Board may determine in such resolution. Members of such committees may be members of the Board of Directors or other members of the Corporation appointed by the Board of Directors, provided that the Board shall not delegate to a committee the functions, powers, or duties of the Board unless that committee is composed entirely of Directors. Members of a committee shall serve at the pleasure of the Board of

Directors.

ARTICLE VIII. AMENDMENTS

Section 8.1.

Amendments to these Bylaws may be proposed by the Directors or Active members in good standing and shall be submitted to the Bylaws Committee Chair by June 30th of every year. The bylaws committee after consideration will submit any proposed changes to the board for approval no later than six weeks before the annual meeting and distributed to the membership no later than two weeks before the annual fall meeting. The affirmative vote of a majority of the members submitting votes at a meeting, electronic or mail ballot shall be required for the adoption of an amendment.

ARTICLE IX. INDEMNITY

Section 9.1.

For purposes of this Article, "agent" includes any person who is or was a director, officer, committee chairman or member, employee or other agent of the Corporation, or is or was serving at the request of the Corporation, as a director, officer, committee chairman or member, employee, or agent of another foreign or domestic Corporation, partnership, joint venture, trust, or other enterprise, or was a director, officer, committee chairman or member, employee or agent of foreign or domestic Corporation or unincorporated association which was a predecessor of the Corporation or of another enterprise at the request of such predecessor Corporation; "proceedings" includes any threatened, pending, or complete action or proceeding, whether civil, criminal, administrative or investigative; and "expenses" includes, without limitation, attorneys' fees and any expenses of establishing a right to indemnification under Section 9.4 or Section 9.5(c) of this Article.

Section 9.2.

The Corporation shall have the power to indemnify any person who was or is a party or is threatened to be made a party to any proceeding (other than an action by or in the right of the Corporation) by reason of the fact that such person is or was an agent of the Corporation against expenses, judgments, fines, settlement, or other amounts actually and reasonably incurred in connection with such proceeding if such person acted in good faith and in a manner such person reasonably believed to be in the best interest of the Corporation, and in the case of a criminal proceeding have no reasonable cause to believe that the conduct of such person was unlawful. The termination of any proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent shall not, or itself, create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in the best interest of the Corporation or that the person had reasonable cause to believe that the person's conduct was unlawful.

Section 9.3.

The Corporation shall have power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that such person is or was an agent of the Corporation, against expenses actually and reasonably incurred by such person in connection with the defense or settlement of such action if such person acted in good faith, in a manner such person believed to be the best interests of the Corporation, and with such care, including reasonable inquiry, as an ordinary prudent person in a like position would use under similar circumstances. No

indemnification shall be made under this Section 9.3:

(a) In respect to any claim, issue, or matter as to which such person shall have been adjudged to be liable to the Corporation in the performance of such person's duty to the Corporation, unless and only to the extent that the Court in which such action was brought shall determine upon application that, in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for the expenses which such court shall determine.

(b) Of amounts paid in settling or otherwise disposing of a threatened or pending action, with or without Court approval; or

(c) Of expenses incurred in defending a threatened or pending action which is settled or otherwise disposed of without Court approval.

Section 9.4.

To the extent that an agent of the Corporation has been successful on the merits in defense of any proceeding referred to in Sections 9.2 or 9.3 of the Article or in defense of any claim, issue or matter therein, the agent shall be indemnified against expenses actually and reasonable incurred by the agent therewith.

Section 9.5.

Except as provided in Section 9.4 of this Article any indemnification under this Article shall be made by the Corporation only if authorized in the specific case upon a determination that indemnification of the agent is proper and the circumstances because the agent has met the applicable standard of conduct set forth in Section 9.2 or 9.3 of this Article by:

(a) A majority vote of a quorum consisting of directors who are not parties to such proceedings;

(b) Approval of the voting members with the person to be indemnified not being entitled to vote thereon; or

(c) The court in which such proceeding is or was pending upon application made by the Corporation or the agent or the attorney or other person rendering services in connection with the defense whether or not such application by the agent, attorney, or other person is opposed by the Corporation.

Section 9.6.

Expenses incurred in defending any proceeding may be advanced by the Corporation prior to the final disposition of such proceeding upon receipt of an undertaking by or on behalf of the agent to repay such amount unless it shall be determined ultimately that the agent is entitled to be indemnified as authorized in this Article.

Section 9.7.

No provision made by the Corporation to indemnify its or its subsidiaries' directors or officers for the defense of any proceeding, whether contained in the Articles, Bylaws, a resolution of voting members or directors, and agreement, or otherwise, shall be valid unless consistent with this Article. Nothing contained in this Article shall affect any right to indemnification to which persons other than such

directors and officers may be entitled by contract or otherwise.

Section 9.8.

No indemnification or advance shall be made under this Article, except as provided in Section 9.4 or Section 9.5(c) in any circumstances where it appears:

- (a) That it would be inconsistent with the provision of the Articles, these Bylaws, a resolution of the voting members or an agreement in effect at the time of accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred or other amount were paid, which prohibits or otherwise limits indemnification; or
- (b) That it would be inconsistent with any condition expressly imposed by a court in approving a settlement.

Section 9.9.

The Corporation shall have the power to purchase and maintain insurance on behalf of any agent of the Corporation against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such whether or not the Corporation would have the power to indemnify the agent against such liability under the provisions of this Article.

**CERTIFICATE OF SECRETARY
OF
The California Neurology Society
a California Nonprofit Mutual Benefit Corporation**

I hereby certify that I am the duly elected and acting Secretary-Treasurer of said Corporation and that the foregoing Bylaws, comprising 13 pages, constitute the Bylaws of said Corporation as duly adopted at a meeting of the Board of Directors thereof held.

Dated:



Steven Holz, MD
Secretary

