

**Bylaws**  
**ASET – The Neurodiagnostic Society**  
Amended July 30, 2015

**Article 1**  
**Name**

The name of this non-profit corporation shall be ASET – The Neurodiagnostic Society, hereinafter referred to as the Society or ASET. The Society shall be incorporated in the State of Alabama in the United States of America.

**Article 2**  
**Objectives and Purposes**

The objectives and purposes of the Society are:

1. To promote and provide education in neurodiagnostic technology;
2. To encourage and assist in the advancement of science and technical standards of neurodiagnostics;
3. To protect and preserve both the patient and public trust in the neurodiagnostic technologist;
4. To promote increased awareness of neurodiagnostics;
5. To function as a professional association with member services that provide for professional and personal development; and
6. To develop and maintain the essentials to perpetuate the Society and its objectives.

**Article 3**  
**Non-Profit, Non-Sectarian and Non-Political Statement**

**Section 1**

No outside commercial interest and no political party nor candidate for public office shall be endorsed or supported, directly or indirectly, by this Society, nor shall this Society's name nor the name of any officer in his or her official capacity in this Society be made available for the benefit or detriment of any outside commercial interest, political party, or candidate for public office.

**Section 2**

The activities of Article 2 shall be conducted and the objectives achieved without pecuniary profit to officers or members.

**Article 4**  
**Principal Office and Registered Agent**

**Section 1**

The principal office for the transaction of business of the Society shall be located at such place as the Board of Trustees designate.

**Section 2**

The Society may have such other offices as the Board of Trustees may direct.

**Section 3**

The Society will maintain a registered agent in the State of Alabama as required by the Alabama Nonprofit Corporation Act.

## **Article 5 Members**

### **Section 1 Classes of Memberships**

The memberships of this Society shall be divided into classes as follows:

- a. Active
- b. Honorary
- c. Student
- d. Charter/Lifetime
- e. Institutional
- f. Associate
- g. Emeritus

### **Section 2 Qualifications, Rights and Privileges of Membership**

An individual or entity may hold only one class of membership at a time. The rights and privileges of all members shall be as herein stated and further defined by the Board of Trustees.

- a. **Active:** Any person whose primary employment or training is in clinical practice, research, education or management in neurodiagnostics may become an active member. Any person holding Active membership in good standing shall be entitled to all membership privileges including the right to vote, to hold office and committee appointment and receive the official publications of the Society.
- b. **Honorary:** Any person engaged in special service to the field of neurodiagnostics and/or ASET shall be eligible for honorary membership, upon unanimous approval by the Board of Trustees. Honorary members shall not be entitled to vote, to hold office or committee appointments, but they shall receive the official publications of the society.
- c. **Student:** Any person enrolled in a training program for neurodiagnostics, including on-the-job training, may become a student member. Such persons may qualify for student memberships and must renew on an annual basis. Student members shall receive official publications of the Society, may serve on committees, and shall be eligible to vote, but shall not be eligible to serve as a trustee or officer.
- d. **Charter/Lifetime:** Any person who participated in the organizational meeting in Atlantic City in June 1959 is considered a lifetime member. In addition, the past presidents of ASET shall be deemed lifetime members. As such, they maintain a Lifetime Active Membership and shall be entitled to all membership privileges including the right to vote, to hold office and committee appointment and receive the official publications of the Society.
- e. **Associate:** Any person who has an interest in neurodiagnostics who does not qualify under the existing individual member categories may become an associate member. Associate members in good standing shall be entitled to all membership privileges, including the right to vote and to serve on committees, but shall not be eligible to serve as a trustee or officer.
- f. **Institutional:** Any health care delivery or educational institution which employs or educates neurodiagnostic technologists may become an institutional member. Institutional members in good standing shall be entitled to all membership privileges, including the right to vote and to serve on committees, but shall not be eligible to serve as a trustee or officer.
- g. **Emeritus:** Members with thirty (30) or more years of membership from the effective date of membership may apply for emeritus status if they are: (1) of age to collect Social Security retirement benefits; and (2) fully retired from active practice, management, research, or full-time teaching. Emeritus status shall be effective upon receipt of a full completed application and verification of eligibility by the Executive Office. Members granted emeritus status shall be exempt from Society dues. Emeritus members shall be entitled to all membership privileges, including the right to vote and to serve on committees, but shall not be eligible to serve as a trustee or officer.

### **Section 3 Fellows**

Any member who has been a member of the Society in good standing for a minimum of ten continuous years and who is highly esteemed in the neurodiagnostic profession, as evidenced by the giving of their time and talents and having distinguished themselves in service to the Society, to the neurodiagnostic profession, and as an ambassador exemplifying and advancing the neurodiagnostic profession is eligible for nomination and election as a Fellow. The conferment of the honorary designation of Fellow does not effectuate the rights and privileges of the member class of an individual elected as a Fellow. Fellows shall be authorized to use the letters FASET for business and professional purposes. A member elected as a Fellow whose resignation has been accepted by the Society or whose membership has been forfeited for non-payment of dues is eligible to be reinstated as a member upon payment of the current year's dues and assessments as applicable, but must be re-nominated and re-elected as a Fellow in order to be able to again use the honorary designation.

#### **Section 4 Disciplinary Actions**

The Board of Trustees shall consider disciplinary action for any professional misconduct on the part of any member of the society when allegations of serious misconduct are brought to the attention of the Board of Trustees by a formal complaint process. Disciplinary proceedings may be held and may result in dismissal of the charges, probation, suspension, or expulsion from membership in the Society. Indication for disciplinary action includes but is not limited to the following:

- a. Failure to comply with or violation of the Society's Statement of Professional Ethics.
- b. Dishonorable professional conduct.
- c. The use of false or deliberately misleading advertisements, testimonials or other misinformation related to neurodiagnostic technology.
- d. Conduct deemed inimical to or inconsistent with the best interests of the Society.
- e. Flagrant violation of any provisions of the bylaws or failure to materially satisfy membership requirements.

The Board of Trustees shall develop and periodically review the ethics complaints and discipline procedure policy.

#### **Section 5 Forfeiture**

Members who fail to pay their dues within thirty (30) days from January 31, the date dues are owed, shall be notified by the Executive Office, and be dropped from the membership rolls, without further notice and without hearing, and thereupon forfeit all rights and privileges for membership; provided that the Board of Trustees may by rule prescribe procedures for extending the time for payment of dues and continuation of membership privileges upon request of a member and for good cause shown.

#### **Section 6 Resignation**

Any member may resign by submitting a resignation in writing to the executive office. No refunds of dues or assessments shall be given upon resignation.

#### **Section 7 Reinstatement**

A former member whose resignation has been accepted by the Society or whose membership has been forfeited for non-payment of dues shall be reinstated upon payment of the current year's dues and assessments.

#### **Section 8 Property Rights**

No member shall have any right or interest in any of the property or assets, including the name of the Society, the ASET logo, or any earnings or investment income of this Society, nor shall any of such property or assets be distributed to any member on the dissolution or winding up thereof. Furthermore, no part of the net earnings of this Society shall inure to the benefit of any private member or individual.

#### **Section 9 Liability of Members and Employees**

No member or employee of this Society shall be personally liable for any of its debts, liabilities, or obligations, nor shall any member be subjected to any assessment except such assessments as may be adopted in the manner set forth in Section 5 of Article 15 herein.

#### **Section 10 Dues and Benefits**

- a. Membership dues and assessments and the time and manner for the payment thereof, and the method of collection of dues and assessments shall be as set forth in Article 15 hereof.
- b. Benefits of membership shall include receiving the official publications of the Society as outlined in Section 2.
- c. Other benefits may be adopted by the Board of Trustees.

#### **Section 11 Roster**

A roster of the members of the Society shall be maintained by and under the control of the executive office.

### **Article 6 Meetings of Members**

#### **Section 1 Business Meetings**

An annual business meeting of the Society shall be held each calendar year for the transaction of business. The exact time, date, and place shall be designated by the Board of Trustees at least three months prior to the date of the annual business meeting, with members given written notice of the time and place at least 60 (sixty) days in advance.

## **Section 2 Quorum**

Voting members who are present at the annual business meeting or any special meeting, shall constitute a quorum for the transaction of business. Once a member is present at a meeting, that member is deemed present for quorum purposes for the remainder of the meeting.

## **Section 3 Voting Body**

The voting body of the annual business meeting shall be limited to individual Active, Associate, Student, Institutional and lifetime members in good standing of the Society.

## **Section 4 Special Meetings**

- a. Special meetings of members may be called by the president, the Board of Trustees, or a coalition of members constituting at least three percent of the voting membership.
- b. Written notice of the time and place of special meetings shall be given to the members setting forth the agenda for the meeting. The notice shall be given to the members not less than 60 days prior to the date of such special meeting, by or at the direction of the president and Board of Trustees.

## **Article 7 Voting**

### **Section 1 Elections**

Voting for candidates for vacancies of the officers and Board of Trustees shall be conducted the most effective way utilizing the latest technology, including but not limited to mail, e-mail and fax, with procedures as approved and directed by the Board of Trustees.

### **Section 2 Quorum**

Whenever, in the judgment of the Board of Trustees, any questions shall arise which it believes should be put to a vote of the membership, and when it deems it inexpedient to call a meeting for such a purpose, the trustees shall, unless otherwise required by these bylaws, submit such a matter to the membership in writing by mail, e-mail or fax as soon as possible for vote and decision, and the question thus presented shall be determined according to the majority of the votes received by mail within thirty (30) days after submission to the membership.

Any action taken in the pursuance of a majority mail vote in each such case shall be binding upon the Society in the same manner as would be action taken at a duly called meeting.

## **Article 8 Officers**

### **Section 1 Officers**

The officers of the Society shall be a president, a president-elect, and a secretary/treasurer.

### **Section 2 Officers as Trustees**

All officers are members of the Board of Trustees and report to the president.

### **Section 3 Eligibility**

- a. Only Active members in good standing, with recent experience [preferably within the past five years] on the ASET board, shall be eligible to serve as officers of this Society.
- b. At the time of his or her installation, and during his or her term of office, an officer shall not serve on any other health care board at the national level. This restriction does not apply to service on boards of national public charities or private foundations in the health care field.

### **Section 4 Election and Term of Office**

- a. The president and president-elect shall be elected to serve a term of two years. No person shall serve for two consecutive terms in one office. The secretary/treasurer shall be elected to serve a term of two years. The secretary/treasurer may be reelected for one additional two-year term.
- b. Terms of office shall commence with installation as the first order of business under new business at the annual business meeting.

### **Section 5 Vacancies**

- a. In the case of death, incapacity, or resignation of the president the vacancy shall be filled by the president-elect.
- b. In the case of death, incapacity, or resignation of the president-elect the vacancy shall be filled by action of the Board of Trustees.
- c. In the case of death, incapacity, or resignation of the secretary/treasurer the vacancy shall be filled by action of the Board of Trustees.
- d. The fulfillment of a vacancy shall not constitute a term.
- e. A successor(s) so appointed shall serve until the next regular Officers election of the Society in which she/he/they become eligible for general election.

### **Section 6 President**

- a. The president shall be the chief executive officer of the Society with responsibility for the general supervision, direction and control of the business affairs of the Society in conformity with Society policies.
- b. The president shall serve as the chair of the Board of Trustees and with the approval of the Board of Trustees shall appoint committee chairs, may appoint a parliamentarian, shall be an ex-officio member of all committees except the nominating committee, and shall submit an annual report to the general membership.
- c. The president shall be the liaison officer to physician affiliates and technologist credentialing bodies.
- d. The president shall preside at the annual business meeting of the members, the meetings of the Board of Trustees and executive committee, and shall have such powers and duties as may be prescribed by the Board of Trustees.
- e. The president shall approve all committee members.
- f. It shall be the duty of the president to require that all officers and members of the Board of Trustees take an active part in the regular business of the Society.

### **Section 7 President-Elect**

- a. In the absence or disability of the president, the president-elect shall perform all the duties of the president, and in so acting shall assume all the power, obligations and privileges of the president.
- b. The president-elect shall have such other powers and duties as may be prescribed by the Board of Trustees.
- c. The president-elect may serve as a member or chair of any committee except the Nominating Committee.

### **Section 8 Secretary/Treasurer**

- a. The secretary/treasurer shall keep a correct and complete permanent record of the proceedings of the meetings and transactions of the Society.
- b. The secretary/treasurer shall submit full and complete records of proceedings for correction and approval of the Board of Trustees and/or the general membership.
- c. The secretary/treasurer shall have such other powers and duties as may be prescribed by the officers and Board of Trustees.
- d. The secretary/treasurer shall be the chief financial officer of the Society.
- e. The secretary/treasurer shall monitor the receipts and distribution of funds of the Society and shall present financial reports to the officers and Board of Trustees and the membership for approval.
- f. The secretary/treasurer shall receive the report of the financial review or the audit that is conducted annually by a certified public accountant.

### **Section 9 Resignation**

Any officer may resign at any time by submitting a written resignation to the Board of Trustees.

## **Article 9 Board of Trustees**

### **Section 1 Number and Composition of Board of Trustees**

The ASET voting Board of Trustees shall be composed of up to 14 trustees, including 9 trustees elected at-large, 1 trustee who shall have been elected from and by the Chapter Presidents Council as the chair of the Chapter Presidents Council, and the officers including the president, president-elect, secretary/treasurer and the immediate past president. The immediate past president shall serve a term of one year following their term as president.

### **Section 2 Terms of the Board of Trustees**

- a. Each Board of Trustees member at-large shall be elected for a three-year term. The immediate past president shall serve a one-year term commencing the year immediately following his or her presidency.
- b. Officers shall serve as trustees for the same term they serve as officers.

- c. No trustee at-large shall succeed himself or herself for a consecutive term, and will be ineligible to serve for three years upon their expired term. In case of a resignation from the board, the three-year ineligibility will begin from the date of their resignation.
- d. Each trustee's term of office shall begin following installation at a duly convened board of trustees meeting held in conjunction with the annual conference.
- e. The Board of Trustees member elected from and by the Chapter Presidents Council shall be elected for a two-year term and may succeed him or herself for one consecutive term. He/she will be ineligible to again serve for three years upon their expired term. Term of office shall coincide with the term served by the Society president.

### **Section 3 Powers and Duties**

Between annual business meetings of the Society, the property, business and affairs of ASET shall be directed by the Board of Trustees, subject to the limitations of the Articles of Incorporation and these bylaws. All corporate powers shall be exercised by or under the authority of the Board of Trustees.

The Board of Trustees shall be responsible for:

- a. Study, determination, and execution of the short-term and long-range plans of the Society for the continued growth and financial stability of the Society, development of policies and periodic assessment of the needs of the membership and response thereto, and surveillance of the affairs and funds of the Society.
- b. Establishment of standing rules.
- c. Creation and conferment of special awards.
- d. Acceptance, on behalf of ASET of grants, contributions, gifts, bequests, or other property to follow the purposes of ASET.
- e. Consideration and action on matters relating to membership complaints and grievances.
- f. Appointment of the chair of the nominating committee.

### **Section 4 Executive Committee**

The executive committee of the Board of Trustees shall be comprised of the president, president-elect, and secretary/treasurer of the Society, with the executive director serving as an ex-officio, non-voting member.

The functions and responsibilities of the executive committee shall be:

- a. To authorize expenditures within the guidelines set by the Board of Trustees.
- b. To conduct any business of the Society which may arise between meetings of the Board of Trustees and which requires immediate action. The executive committee shall have full power and authority to exercise judgment and make decision as required to safeguard the Society, subject to review at the next meeting of the Board of Trustees.
- c. To employ the executive director of the Society.
- d. To perform such other duties as delegated by the Board of Trustees.

### **Section 5 Quorum**

The presence of a majority of trustees at the beginning of a meeting shall constitute a quorum for conduction of board business for the entire meeting. However, in the absence of a quorum, a majority of the Board of Trustees present at any regular or special meeting of the board may adjourn to meet again at a stated day and hour or on call of the president.

### **Section 6 Voting**

Cumulative voting shall not be allowed. Each officer and trustee shall have one vote. There shall be no voting by proxy. The president shall only vote in case of a tie.

### **Section 7 Action without Meeting**

Any action required or permitted to be taken between regular or special meetings of the board may occur between board meetings utilizing the latest technology, including but not limited to conference calls, e-mail and fax, with procedures as approved and directed by the Board of Trustees.

A quorum, for purposes within this section, shall consist of the presence of a majority of voting trustees participating either by way of conference calls or casting an electronic vote. The president shall only vote in case of a tie per Article 9, Section 6.

### **Section 8 Telephone Conference Calls**

Trustees may participate in any board or committee meeting by means of a conference telephone or any similar communications equipment which allows all persons participating in the meeting to hear each other at the same time.

### **Section 9 Eligibility**

- a. Only an Active member in good standing who has maintained membership for three out of the five years immediately preceding the election shall be eligible to serve as a trustee.
- b. A trustee must be actively engaged in the practice (clinical, research, management or education) of neuro-diagnostics or neurophysiology within six (6) months preceding his or her installation.
- c. At the time of his or her installation, and during his or her term of office, a trustee shall not serve on any other health care board at the national level. This restriction does not apply to service on boards of national public charities or private foundations in the health care field.
- d. The chair of the Chapter Presidents Council, at the time of his or her election as the chair and during his or her term of office and as a trustee on the Board of Trustees, must be a member in good standing with his or her chapter, and the chapter must be in good standing with the Society.

### **Section 10 Vacancies**

- a. Vacancies in the Board of Trustees shall be filled by a vote of the majority of the remaining officers and Board of Trustees then in office, even though less than a quorum, or by the sole remaining officer and/or trustee. Nominations for filling such vacancies shall be made only for the purpose of maintaining the number of trustees as established by Article 9, Section 1 of the bylaws.
- b. A successor trustee so elected shall serve until the next election of the Society in which she/he becomes eligible for general election.
- c. The fulfillment of a vacancy shall not constitute a term.

### **Section 11 Resignation**

Any trustee may resign at any time by submitting a written resignation to the Board of Trustees.

### **Section 12 Meetings**

- a. Regular meetings of the Board of Trustees shall be held at least once each calendar year. Written notice of the time and place of the regular meetings shall be sent by mail or other mode of transmittal to each trustee at least thirty (30) days prior to the time of holding such regular meetings.
- b. Special meetings of the board may be held upon the call of (a) the president or (b) any four trustees at such reasonable times and places as the president may designate. Notice of the time and place of special meetings shall be given to each trustee at least 48 hours prior to the time of holding all such meetings.
- c. Any trustee may waive his or her right to be notified of any meeting. This waiver shall be signed and in writing. It may be signed before or after the meeting.
- d. A trustee attending any board meeting waives the right to notice of that meeting, unless the trustee attends the meeting only for the express purpose of objecting to the transaction of business at the meeting.
- e. Meetings of the Board of Trustees shall include senior staff members with major responsibility for the organization's mission and goals.

### **Section 13 Agenda**

Any trustee who wishes to place items on the agenda of any meeting of the board shall send the items to the president and executive director for receipt no later than 30 days before the meeting date.

### **Section 14 Compensation of Trustees**

Trustees as such shall not receive any compensation for their service as trustees, but the board may by resolution authorize reimbursement of expenses incurred in the performance of their duties. Such authorization may prescribe procedures for approval and payment of such expenses by the secretary/treasurer and executive director of ASET. Nothing herein shall preclude a trustee from serving ASET in any other capacity and receiving compensation for such services.

### **Section 15 Absence**

Any trustee unable to attend a meeting shall, in written format addressed to the president or secretary/treasurer, state the reason for his or her absence. If a trustee is absent from a scheduled meeting for reasons which the board has failed to declare to be sufficient, his or her resignation shall be deemed to have been tendered and accepted.

### **Section 16 Dismissal of Members of the Board of Trustees**

Any trustee who violates the bylaws or Standards of Professional Ethics of the Society; fails to adhere to the Society's Code of Conduct; or fails to meet the duties outlined in the Board of Trustees job description may be dismissed from

the board by a two-thirds vote of the board members at a duly called board meeting with procedures outlined in the ethics complaints and discipline procedure policy.

## **Article 10 Chapters**

### **Section 1**

Chapters relating to geographic areas may be established by the Board of Trustees according to the policies and procedures adopted by the board.

### **Section 2**

Each Chapter shall have the power to adopt and formulate Bylaws, provided they do not conflict with the Bylaws of the Society. Should any provision of the Bylaws of a Chapter need interpretation or construction, it shall be so established in a manner consistent with the provisions and intent of the ASET Bylaws, as determined by the ASET Board of Trustees. All proposed changes to a Chapter's Bylaws shall be reviewed by the ASET Bylaws Committee prior to being submitted for a vote of the Chapter board or Chapter membership.

### **Section 3**

Classes of Chapter membership and eligibility thereof shall be defined in the Chapter Bylaws. An entity does not have to be a member of ASET in order to be a member of a Chapter. There is no limit as to the number of Chapters with which an entity may affiliate as long as it meets the respective Chapter member eligibility requirements and remits any fees due.

### **Section 4**

A Chapter shall not bind, contract for or take any position on behalf of ASET without the express approval of the ASET Board of Trustees.

### **Section 5**

The Chapter shall follow the policies and procedures of ASET with regard to Anti-trust, Apparent Authority, Code of Conduct, and Whistleblower.

### **Section 6**

A Chapter which fails to comply with Chapter policies and procedures adopted by the Board of Trustees may be disqualified by the board in accordance with the guidelines outlined in those procedures. A Chapter that has been disqualified may be reinstated by the ASET Board of Trustees in accordance with the guidelines outlined in those procedures.

## **Article 11 Indemnification of Officers, Trustees, Employees, and Other Agents**

### **Section 1 Definitions**

For the purpose of this Article, "agent" means any person who is or was a trustee, officer, employee, or other appointee of the Society or is or was serving at the request of the Society as a Trustee, officer, committee member, appointee, or employee; "proceeding" means any threatened, pending, or completed action, whether civil, criminal, administrative, or investigative; and "expenses" includes, without limitation, attorneys' fees incurred while establishing a right to indemnification under this article.

### **Section 2 Indemnification**

- a. The Society shall 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 on the right of the Society) by reason of the fact that such person is or was an agent of the Society against expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with such proceeding to the maximum extent permitted by the Alabama Corporation law, including the advance of expenses.
- b. Exception is made in such cases wherein the indemnified individual is adjudged guilty of willful misfeasance or malfeasance in the performance of duties.
- c. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such indemnified individuals may be entitled.



**Article 12**  
**Application of Robert's Rules**  
**of Order, Newly Revised**

Except as otherwise provided for in these bylaws and the articles of incorporation in respect to meetings, elections, and procedural matters, the *Robert's Rules of Order, Newly Revised* are hereby adopted and govern in respect to such meetings, elections, and procedural matters.

**Article 13**  
**Executive Director**

**Section 1 Definition of Position**

The executive director shall be a paid employee of the Society who functions as chief administrative officer of the Society. The executive director shall serve as an ex-officio, nonvoting member of the Board of Trustees and executive committee. The executive director reports to the executive committee and Board of Trustees.

**Section 2 Duties**

- a. The executive director shall attend all meetings of the executive committee and the Board of Trustees.
- b. The executive director administers the business and other affairs of the Society and performs such duties as are ordinarily performed by persons in similar positions, together with such duties as may be assigned by the officers and Board of Trustees.
- c. The executive director shall recommend and participate in the formulation of new policies and make decisions within existing policies as they have been approved by the Board of Trustees.
- d. The executive director shall have full administrative powers in the administrative office, including recruitment, hiring, supervision, and dismissal of staff. The executive director shall confer with the executive committee regarding recruitment, hiring, and dismissal of staff.

**Section 3 Selection**

The executive director shall be selected and is subject to review and dismissal by the executive committee, with salary and benefits to be established by the Board of Trustees.

**Article 14**  
**Committees, Councils and Liaisons**

**Section 1 Committees, Councils, Appointees, and Liaisons**

- a. There shall be such committees, councils and liaisons as required to carry on the work of the Society.
- b. The Board of Trustees are empowered to create, combine, or dissolve committees, councils and liaisons, or to change their composition or responsibilities as the need may arise.
- c. The chairperson(s) of each committee and council and the liaisons shall be appointed by the president with approval of the Board of Trustees.
- d. The term of the appointee, liaison, committee chair and committee members shall correspond to the presidential term, unless a specific term is otherwise approved by the Board of Trustees.
- e. The members of any committee or council shall be appointed by the committee or council chair and are subject to the approval of the president. The president shall serve as an ex-officio member of each committee and council.

**Section 2 Standing Committees**

The standing committees of the Society are Education, Governmental Advocacy, Membership, Standards and Practices, Volunteer and Leadership Development, and Nominating.

**Section 3 Nominating Committee**

- a. The nominating committee chair shall be appointed by the Board of Trustees. The chair's term of office is a two-year term staggered between officer elections.
- b. Members of the nominating committee must be ASET Active, Associate, Student, or Institutional members in good standing and are selected by the chair and subject to the approval of the president, providing a cross-section of members in various disciplines and geographic regions. The terms of the committee members shall be staggered between officer elections.

- c. The committee shall be composed of no less than five [5] or more than seven [7] members, consisting of the committee chair and Associate, Student, Institutional or Active members who do not serve on the Board of Trustees.
- d. The nominating committee shall receive nominations from the membership and identify active members, who are qualified to serve and who demonstrate leadership characteristics, as candidates for vacancies occurring for offices and Board of Trustees.

## **Article 15 Finances, Dues, and Assessments**

### **Section 1 Fiscal Year**

The fiscal year of this Society shall be from January 1 through December 31.

### **Section 2 Finances**

- a. The Society's financial records shall be reviewed every year by a certified public accountant. An audit of the financial records shall be conducted by a certified public accountant every third year, at the least.
- b. Upon recommendation of the secretary/treasurer, the Board of Trustees shall adopt an annual operating budget covering all activities of ASET.

### **Section 3 Bond**

The officers and employees involved in the financial business of the Society shall be bonded.

### **Section 4 Dues**

- a. Dues are subject to change by the Board of Trustees.
- b. Dues shall be paid annually and are not refundable.

### **Section 5 Assessments; Method of Collection**

Special assessments, in addition to annual dues, may be levied for a specific purpose by the Board of Trustees. Method of collection will be determined at the time the assessment is considered and approved.

## **Article 16 Official Publications**

### **Section 1 ASET Newsletter**

There shall be an official newsletter of the Society. The purpose of the ASET newsletter shall be to further the goals of the Society and to serve as a medium of communication and exchange of experience, information, and ideas.

### **Section 2 American Journal of EEG Technology (AJET)\***

There shall be an official "Journal" of the Society. The purpose of the journal shall be to advance scientific knowledge or technology, and/or to advance the profession of neurodiagnostics and to serve as a medium of communication and exchange of experience, information and ideas. [*\*Journal renamed in 1995 to the American Journal of Electroneurodiagnostic Technology, effective with volume year 1996; Journal renamed in 2011 to The Neurodiagnostic Journal, effective with volume year 2012.*]

### **Section 3 Other Publications**

The Society shall provide such other official publications as shall be deemed appropriate.

## **Article 17 Dissolution**

In the event of dissolution or final liquidation of the Society all of its assets remaining after payment of its obligations shall have been made or provided for shall be distributed to a non-profit entity engaged in activities substantially similar to ASET. Distribution of funds shall be designated by the Board of Trustees.

## **Article 18 Amendments**

### **Section 1 Procedure to Amend Articles of Incorporation**

The articles of incorporation may be amended in accordance with the procedure outlined in the Alabama Nonprofit Corporation Act. The amended articles shall be executed and filed in accordance with Alabama law.

### **Section 2 Procedure to Amend these Bylaws**

- a. Amendments may be presented in writing to the president and executive director by any member in good standing.
  - i. Amendments requiring a full vote of the membership must be supported by no less than three percent of the Active members as demonstrated by means of a petition. The percentage of members required for petition shall be based on the number of Active members in good standing at the year-end prior to the year in which the amendment and accompanying petition are submitted.
  - ii. Amendments initiated by the Board of Trustees requiring a full vote of the membership require a two-thirds vote of the board before being circulated to the membership, but are not required to be supported by petition.
- b. The board may adopt, amend or repeal any bylaw, with the exception of changes which meet the following criteria, in which case a full vote of the membership will be required.
  - i. Materially and adversely affect the members' rights as to voting, dissolution, or transfer;
  - ii. Effect a re-definition or cancellation of all or part of the membership categories;
  - iii. Authorize a new class of membership;
  - iv. Increase or extend the terms of trustees;
  - v. Allow a trustee to hold office by designation or selection rather than by election of the membership, other than the provisions of Article IX, Section 10;
  - vi. Authorize cumulative voting.
- c. Amendments to these bylaws, not requiring a vote of the membership, will be presented to the Board of Trustees sixty days in advance of a board meeting. Voting can take place through mail, fax or e-mail and may be made by a two-thirds vote of the Board of Trustees.
- d. Amendments to these bylaws requiring a vote of the membership will be circulated to the Board of Trustees ninety days in advance and the membership thirty days in advance of the annual meeting by the executive director. A quorum shall be present to conduct business as outlined in Article VI, Section 2.
- e. Amendments to these bylaws relating to punctuation, spelling and proper grammatical changes can be undertaken by the executive director, with a copy of the revised bylaws provided to the Board of Trustees.

Original, May 31, 1991  
Amended January, 1995  
Amended August, 1998  
Amended July, 2000  
Amended July, 2004  
Amended November 2006  
Amended July 2007  
Amended August 2008  
Amended October 2008  
Amended October 2010  
Amended July 2011  
Amended January 25, 2013  
Amended August 2, 2013  
Amended December 17, 2013  
Amended August 22, 2014  
Amended July 30, 2015