**Bylaws**
**ASET – The Neurodiagnostic Society**

## Article 1
## Purpose

ASET – The Neurodiagnostic Society ("Society") is an Alabama nonprofit corporation, organized and operated exclusively for charitable, educational, and scientific purposes under Section 501(c)(6) of the Internal Revenue Code. In particular, the Society was established for the purposes ("Exempt Purpose") set forth in the Society's Articles of Incorporation ("AOI") as amended. No part of the Society's net earnings shall inure to the benefit of or be distributable to its Members (defined below), Trustees (defined below), Officers (defined below), or other private persons, except that the Society shall be authorized to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its Exempt Purpose.

## Article 2
## Offices

The Society will maintain a registered agent in the State of Alabama as required by the Alabama Nonprofit Corporation Law ("ANCL"). The Society's principal office ("headquarters") for the transaction of business shall be located at such place as the Society's Board of Trustees ("Board") designates. The Society may have such other offices as the Board may direct from time to time.

## Article 3
## Membership

**Section 1. Membership Classes.** The membership of the Society shall be divided into the following seven (7) membership classes: Active, Honorary, Student, Lifetime, Associate, Emeritus, and Emerging International (collectively "Members"). The designations, qualifications, and rights of the Members are set forth in Section 2 of this Article 3. In addition to the rights expressly granted under applicable law and these Bylaws, Members shall enjoy such privileges as determined from time to time by the Board.

**Section 2. Membership Qualifications, Rights and Privileges.** An individual or entity may hold only one class of membership at a time. The rights and privileges of all Members shall be as provided herein. Any material changes to membership voting rights require amendment of these Bylaws in accordance with Article 16.

**a. Active Member.** Any person whose primary employment or training is in clinical practice, research, education or management in neurodiagnostics may apply to become an Active Member. Any Active Member in good standing shall be entitled to all membership privileges including the right to vote, and to serve as a Trustee, Officer, or Committee (defined below) member.

**b. Honorary Member.** Any person engaged in special service to the field of neurodiagnostics and/or the Society is eligible to be designated an Honorary Member, upon unanimous approval by the Board. Honorary Members shall have no right to vote, to serve as a Trustee, Officer, or Committee member. Whether a person's engagements qualify as being in "special service" for purposes of this paragraph shall be determined by the Board in its sole discretion.

c. **Student Member.** Any person enrolled in a training program for neurodiagnostics, including on-the-job training, may apply to become a Student Member. Student Members in good standing shall have the right to vote and may serve on Committees, but shall not be eligible to serve as a Trustee or Officer. Whether a training program or on-the-job training qualifies for purposes of this paragraph shall be determined by the Board in its sole discretion.

d. **Lifetime Member.** The Society's past presidents shall automatically become Lifetime Members upon the completion of their full term as the Society's President. Lifetime Members in good standing shall be entitled to all membership privileges, including the right to vote, and to serve as a Trustee, Officer, or Committee member.

e. **Associate Member.** Any person who has an interest in neurodiagnostics and does not qualify under any other membership category may apply to 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. **Emeritus Member.** Members with at least thirty (30) years of membership may apply to become an Emeritus Member 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 Members shall be exempt from Society dues, and 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. **Emerging International.** Any person whose primary employment or training is in clinical practice, research, education, or management in neurodiagnostics outside of North America may become an Emerging International Member. Emerging International 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.

The application process for the foregoing membership categories shall be determined by the Board from time to time. The Society shall maintain a policy(ies) setting forth the specific rights, requirements, dues, and other prerequisites applicable to the membership categories, which may be amended from time to time by the Board. In the event of any conflict between these Bylaws and the policy(ies) applicable to the membership categories, these Bylaws shall govern. The amount and due date of membership dues applicable to the membership categories shall be determined by the Board from time to time. The Board may refuse to grant a membership application for any membership category whenever the Board determines doing so is in the Society's best interest. Once approved, membership in the Society shall continue until the Member fails to pay the applicable dues, permits their membership to expire, resigns, dies/dissolves, or their membership is terminated by the Society.

**Section 3. Fellow Designation.** Any Member, who: (i) has been a Member of the Society in good standing for a minimum of ten continuous years; and (ii) significantly participated in the advancement of the neurodiagnostic profession, as determined by the Board in accordance with Society policy is eligible for nomination and election to receive a Fellow designation. The conferment of the honorary designation of Fellow does not affect the rights and privileges of the individual's membership class. Fellows shall be authorized to use the designation "FASET" for business and professional purposes, subject to the Fellow's strict compliance with the Society's policies and procedures applicable to the Society's trademarks and other intellectual property rights. A Member elected as a Fellow whose membership is suspended or

terminated for any reason, and who then has their membership reinstated and is in good standing, will not be designated as a Fellow unless they are re-nominated and re-elected, or otherwise re-designated as a Fellow by the Board in its discretion.

**Section 4. Membership Termination.**

a. **Nonpayment of Dues.** Any Member not paying annual dues, or any other amount due to the Society, at the time it is due, shall automatically be deemed not in good standing and immediately lose all rights and benefits of their membership. If said Member's dues remain unpaid for thirty (30) days after the due date, the Member shall be deemed to have voluntarily resigned their membership in accordance with Section 5 of this Article 3.

b. **Violation of Code of Conduct.** A Member's membership may be terminated and/or may be subject to other disciplinary action for violating the Society's Code of Conduct. Any termination and/or other disciplinary action is determined by the Board in accordance with the Society's Code of Conduct Disciplinary Procedures.

c. **Other Misconduct.** Except for matters arising under Sections 4.a. and 4.b. above which are governed thereunder, the Board may terminate a Member's membership if the Board determines they engaged or are engaging in conduct that: (i) violates the Society's Bylaws, rules, regulations, policies, or procedures, as may be amended from time to time; or (ii) is otherwise contrary to the Society's interests. Any termination for "other misconduct" hereunder shall be determined by the Board in accordance with procedures it deems appropriate under the circumstances.

d. **No Refunds.** Any Member terminated under Sections 4.b. and 4.c. is not entitled to the return of previously paid annual dues or other fees, or any portions thereof.

**Section 5. Resignation.** Any Member may resign by submitting a written resignation to the Society's Executive Director ("ED"). Upon a Member's resignation, all Society positions (e.g., Board, Committee, taskforce, etc.) automatically terminate. A Member's resignation does not relieve the Member from any applicable obligations the Member may have to the Society, and no refunds of dues or any other amounts shall become due or processed upon resignation.

**Section 6. Reinstatement.** A former Member whose membership has been forfeited for non-payment of dues is eligible for reinstatement upon payment of the current year's dues and assessments.

**Section 7. Voting.** Each voting Member in good standing shall be entitled to one (1) vote on each matter submitted to a vote of the Members.

**Section 8. Property Rights.** No Member shall have any right or interest in any Society property or assets, including, without limitation, the Society's name, acronym, logo and other trademarks, or any Society earnings or investment income.

**Section 9. Roster.** A roster of the Members in good standing shall be maintained at the Society headquarters by and under the control of the ED.

## Article 4
## Member Meetings

**Section 1. Annual Meetings.** The Society shall hold an annual Member meeting at a time and location determined by the Board. The Society may hold other regular Member meetings as determined by the Board from time to time.

**Section 2. Special Meetings.** Special Member meetings may be called by the Board, President, or any three (3) Trustees. Only business within the purpose(s) described in the meeting notice required by Article 4 Section 3 may be conducted at a special Member meeting.

**Section 3. Notice.** The Society shall notify Members entitled to vote (as of the subject record date described below) of the place (if any), date, and time of each annual, regular, or special Member meeting no fewer than ten (10) nor more than sixty (60) days before the meeting date. Notice of an annual or regular Member meeting need not include a description of the purpose(s) for which the meeting is called. Notice of a special Member meeting must include a description of the purpose(s) for which the meeting is called. Other than regarding court-ordered meetings, the record date for determining Members entitled to notice of, and to vote at, an annual, regular, or special Member meeting is the earlier of: (i) the date of the action calling the Member meeting; or (ii) the day before the first notice of the meeting is delivered to Members.

**Section 4. Quorum.** Unless a greater amount is required by law, twenty-five (25) Members entitled to vote at a Member meeting shall constitute a quorum, provided that if less than twenty-five (25) voting Members are present at the meeting, a majority of the Members present may adjourn the meeting at any time without further notice. If a quorum is present, the affirmative vote of a majority of the Members at the meeting shall be the act of the Members, unless the vote of a greater number is required by law or these Bylaws. At any adjourned meeting at which a quorum is present, any business may be transacted that might have been transacted at the original meeting. Once a Member is present at a meeting, that Member is deemed present for quorum purposes for the remainder of the meeting.

**Section 5. Action by Ballot.** Any action that may be taken at any Member meeting may be taken without a meeting if the Society delivers notice that includes a ballot to every Member entitled to vote on the matter. In such case, a ballot must: (i) be in writing; (ii) set forth each proposed action; (iii) provide an opportunity to vote for, or withhold a vote for, each candidate for election as a Board member or Officer (if applicable); and (iv) provide an opportunity to vote for or against each proposed action. An approval by ballot pursuant to this Section, other than regarding election of Board members or Officers, is valid only when the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot. All solicitations for votes by ballot must: (i) indicate the number of responses needed to meet the quorum requirements; (ii) state the percentage of approvals necessary to approve each applicable matter; and (iii) specify the time by which a ballot must be received by the Society in order to be counted. Once submitted, a ballot may not be revoked.

## Article 5
## Board of Trustees

**Section 1. Authority and Responsibility.** The Society's affairs shall be managed, and all corporate powers shall be exercised, by or under authority of the Board. In these Bylaws, wherever the Board's authority to act is referenced, said authority shall be exercised in the Board's sole and absolute discretion. The Board may adopt such rules, regulations, policies, and procedures for the conduct of its business as shall be deemed advisable and may, in the execution of the powers granted herein, appoint such agents as it may consider necessary.

**Section 2. Composition.** The Board shall consist of thirteen (13) voting members, including: (i) the Society's President, President-Elect, and Secretary/Treasurer ("Officer-Trustees"); (ii) one (1) trustee appointed by the Chapter Presidents Council ("Chapter Trustee"); and (iii) nine (9) trustees-at-large ("At-Large Trustees"). In addition, the Society's Immediate Past-President and ED shall be ex-officio members of the Board, and shall serve without a vote. The Officer-Trustees, Chapter Trustee, At-Large Trustees, Immediate Past-President, and ED shall be collectively referred to herein as "Trustees." The number of Trustees may be increased or decreased from time to time by amendment of this Section. No decrease shall have the effect of shortening the term of an incumbent Trustee.

**Section 3. Qualifications.** To serve as a Trustee, an individual must: (i) be over the age of nineteen (19); (ii) be dedicated to advancing the Exempt Purpose; (iii) be a Member eligible to serve on the Board; and (iv) be independent (*as defined in this Section*). An individual shall be considered independent if: (i) the individual is not compensated by the Society as an employee; (ii) the individual does not receive total compensation or other payments exceeding $10,000 during the Society's tax year from the Society or from a related organization(s) as an independent contractor; (iii) the individual's compensation is not determined by individuals or organizations who are compensated by the Society; (iv) the individual does not receive, directly or indirectly, material financial benefits from the Society except as a member of the charitable class served by the Society; and (v) the individual is neither related to anyone described above (*as a spouse, sibling, parent, or child*) nor resides with any person so described. Any Trustee who, in the Board's discretion, fails at any time to meet the qualifications set forth in this Section 3, shall be considered to have voluntarily resigned from the Board pursuant to Article 5, Section 16 of these Bylaws, provided however that no notice of said resignation by the Trustee is required, and the effective date of said resignation will be determined by the Board.

**Section 4. Election and Terms.** The Trustees shall be nominated and elected in accordance with Article 9, Section 2.b of these Bylaws. The Officer-Trustees and the Immediate Past-President shall serve on the Board for the terms of their office and continue until their resignation, removal, death, or until their terms in office expire and their successors are elected, whichever occurs first. The At-Large Trustees shall serve a term of three (3) years, and continue until their resignation, removal, death, or until their term expires and their successor is elected, whichever occurs first. No At-Large Trustee may serve more than two (2) consecutive terms. Following two (2) consecutive terms, an At-Large Trustee may not serve again until at least one (1) year has elapsed. The Chapter Trustee shall serve until their resignation, removal, death, or until a successor is appointed by the Chapter Presidents Council, whichever occurs first. The ED shall serve on the Board while they are serving as the Society's ED.

**Section 5. Regular Meetings.** A regular annual Board meeting shall be held, without other notice than these Bylaws, in conjunction with the annual Member meeting. The Board may provide, by resolution, the time and place for additional regular Board meetings without other notice than such resolution.

**Section 6. Special Meetings.** Special Board meetings may be called by or at the request of the Society President, the Executive Committee (defined below), any three (3) Trustees, or the ED. The person(s) calling the special Board meeting may fix the place and time for the meeting. If they do not, the Secretary/Treasurer shall do so.

**Section 7. Notice.** Written notice of any special Board meeting shall be delivered to each Trustee at least two (2) days in advance of the meeting. Neither the business to be transacted at, nor the purpose of, any regular or special Board meeting need be specified in the notice or waiver of notice of such meeting, unless specifically required by the ANCL or these Bylaws.

**Section 8. Waiver of Notice.** Notice of any Board meeting may be waived in writing signed by the person(s) entitled to the notice either before or after the time of the meeting. The attendance of a Trustee at any meeting shall constitute a waiver of notice of such meeting, except when a Trustee attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

**Section 9. Quorum.** A majority of the Trustees shall constitute a quorum for conducting business at any Board meeting. If less than a majority of the Trustees is present at the meeting, a majority of the Trustees present may adjourn the meeting to another time without further notice.

**Section 10. Manner of Acting.** The act of a majority of the Trustees present at a meeting at which a quorum is present shall be the act of the Board, unless the act of a greater number is required by statute or these Bylaws.

**Section 11. Participation at Meetings by Teleconference.** Trustees may participate in and act at Board meetings via teleconference or other communications equipment that allows all meeting participants to communicate with each other. Participation in such manner shall constitute attendance and presence in person at said meeting.

**Section 12. No Proxy Voting.** No Trustee may act by proxy on any matter.

**Section 13. Presumption of Assent.** A Trustee present at a Board meeting at which action on any Society matter is taken shall be presumed to have assented to said action unless the: (i) Trustee objects at the beginning of the meeting (or promptly upon the Trustee's arrival) to holding the meeting or transacting business at it; (ii) Trustee's dissent or abstention from the action taken is entered in the minutes of the meeting; or (iii) Trustee delivers written notice of the Trustee's dissent or abstention to the presiding Officer of the meeting before its adjournment or to the Society headquarters immediately after adjournment of the meeting.

**Section 14. Minutes.** The Secretary/Treasurer shall ensure that draft minutes of each Board meeting are prepared and distributed to each Board member in advance of the subsequent Board meeting. The Board shall review; if necessary, revise; and approve the draft minutes at the subsequent Board meeting.

**Section 15. Informal Action by Trustees.** Any action that may be taken at a Board meeting may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all voting Board members. The consent shall be evidenced by a written document, or documents if separately signed, setting forth the action taken and providing a written record of the Trustees' approvals. The documentation required under this Section may be in electronic form and transmitted by electronic

means, including, without limitation, email. All approvals evidencing the consent shall be delivered to the Secretary/Treasurer to be filed in the Society's corporate records. The action taken shall be effective when all the Trustees approve the consent and all such consents are received by the Secretary/Treasurer, unless the consent specifies a different effective date.

**Section 16. Resignation.** A Trustee may resign at any time by delivering written notice to the Board, the President, Secretary/Treasurer, or the ED. A resignation is effective when the notice is delivered unless the notice specifies a later effective date. A Trustee who fails to return to the Society a completed Annual Conflict of Interest Disclosure Statement required by the Society's Conflict of Interest Policy by the due date established by the Board, knowingly and voluntarily resigns effective as of the day after said due date. A Trustee who fails to participate in two (2) consecutive Board meetings, without the Board's consent, knowingly and voluntarily resigns at the conclusion of the second (2nd) consecutive Board meeting.

**Section 17. Removal.** A Trustee may be removed with or without cause, as specified by the ANCL.

**Section 18. Vacancies.** Any vacancy occurring in the Board, or any Trustee seat to be filled by reason of an increase in the number of Trustees, shall be filled by the Board unless otherwise provided by statute or these Bylaws. A Trustee elected or appointed, as the case may be, to fill a vacancy shall be elected or appointed for the unexpired term of their predecessor. Any partial term filling a vacancy hereunder will not count as a full term for purposes of the two (2) consecutive term limit set forth in Section 4 of this Article 5.

**Section 19. Compensation.** Trustees shall not receive compensation for their services as Trustees. However, in accordance with the Society's Expense Reimbursement Policy, Trustees may be reimbursed for their reasonable travel and other qualified expenses.

## Article 6
## Officers

**Section 1. Officers.** The Officers of the Society shall include the President, President-Elect, Secretary/Treasurer, and Immediate Past-President ("Officers"). Officers whose authority and duties are not prescribed in these Bylaws shall have the authority and perform the duties prescribed, from time to time, by the Board. Officers must meet the qualifications required of Trustees in Article 5, Section 3 of these Bylaws. An individual may not simultaneously hold more than one (1) office.

**Section 2. Election and Terms.** The President-Elect and Secretary/Treasurer shall be elected in accordance with Article 9, Section 2.b of these Bylaws. Upon the commencement of the term of a President-Elect, the former President-Elect shall automatically succeed to the office of President and the former President shall automatically succeed to the office of Immediate Past-President. Officers shall serve a two (2) year term, commencing at the summer Board meeting immediately preceding the Society's annual conference (or such other time determined by the Board), and terminating when their successor's term commences. The Officers shall serve as *ex-officio* members of the Board while they are serving as Officers. The Secretary/Treasurer may serve a maximum of two (2) consecutive terms in said office. No other Officer may serve two (2) consecutive terms in the same office, unless elected to a partial term as contemplated by Section 5 of this Article 6.

**Section 3. Resignation.** An Officer may resign at any time by delivering written notice to the Board, President, Secretary/Treasurer or the ED. A resignation is effective when the notice is delivered unless the notice specifies a later effective date.

**Section 4. Removal.** Any Officer may be removed from their office by the Board whenever, in its judgment, the best interests of the Society would be served thereby, but such removal shall be without prejudice to membership or contract rights, if any, of the person so removed.

**Section 5. Vacancies.** A vacancy in any office may be filled for the unexpired portion of the term by the Board.

**Section 6. Compensation.** Officers shall not be compensated for their services as Officers of the Society. However, in accordance with the Society's Expense Reimbursement Policy, Officers may be reimbursed for their reasonable travel and other qualified expenses.

**Section 7. President**. The President shall: preside at all Member and Board meetings; oversee the implementation of all Board resolutions and directives; discharge all duties incident to the office of President; and complete such other duties as may be prescribed by the Board. Except in those instances in which the authority to execute is expressly delegated to another agent of the Society, or a different mode of execution is expressly prescribed by the Board or these Bylaws, the President may sign any Board authorized deeds, mortgages, bonds, contracts, or other instruments.

**Section 8. President-Elect.** The President-Elect shall assist the President in the discharge of the duties of the President as the President may direct, and shall perform such other duties as may be assigned from time to time by the President or the Board. In the absence of the President or in the event of the President's inability or refusal to act, the President-Elect shall perform the duties of the President and, when so acting, shall have all the powers of and be subject to all the restrictions upon the President.

**Section 9. Immediate Past-President.** The Immediate Past-President shall assist the President and the President-Elect in the discharge of their duties as the President or President-Elect may request. In the temporary absence of the President and President-Elect, the Immediate Past-President shall perform the duties of the President and, when so acting, shall have all the powers of and be subject to all the restrictions upon the President or the President-Elect.

**Section 10. Secretary/Treasurer.** The Secretary/Treasurer shall: (i) be the Society's principal financial officer and shall be responsible for the maintenance of adequate accounting for the Society; (ii) ensure the Society keeps complete Board, Member, and Committee meeting minutes; (iii) ensure all notices are duly given in accordance with applicable law and these Bylaws; (iv) ensure the Society keeps a record of the mailing/contact address of each Member; and (v) in general, perform all duties customarily incident to the offices of secretary and treasurer, and such other duties as may be assigned from time to time by the Board. The Secretary/Treasurer's duties may be assigned by the Board.

## Article 7
## Executive Director

The Board shall hire an ED upon such reasonable terms and conditions as the Board shall determine. The ED shall report directly to the Board. The ED shall be the principal executive, operating, and administrative staff member of the Society, responsible for implementing the budgets, policies, procedures, and

directions of the Board and the Society's day-to-day business affairs. The ED shall be responsible for preparing, assuring the accuracy of, executing, and timely filing all government forms and filings required by law on behalf of the Society. The ED may negotiate and execute any contract on behalf of the Society provided its terms fall within the parameters of the budget, policies, and procedures approved by the Board. All Society staff and contractors shall report to the ED unless otherwise directed by the Board or as required by law. The ED shall have such other responsibilities and perform such other duties as determined by the Board and set forth in any employment contract between the Society and the ED. The specific title given to the ED position shall be determined by the Board.

## Article 8
## Committees and Advisory Bodies

**Section 1. Committees of the Board and Advisory Bodies.**

**a. Committees of the Board.** In addition to those identified in these Bylaws, the Board may establish Committees to perform functions of the Board (each a "Committee"). Except as otherwise permitted by law, each Committee will be composed exclusively of one (1) or more voting Trustees. The composition of all Committees must be approved by the Board. Each Committee shall have and exercise the authority of the Board as provided in these Bylaws, any resolution establishing the Committee, and any charter, guidelines, or rules adopted by the Board for the Committee. However, no Committee shall have the power or authority to: (i) approve or propose to Members actions that these Bylaws or the ANCL requires be approved by Members; (ii) remove a Trustee from office; (iii) fill a vacancy on the Board or on any Committee; or (iv) adopt, amend, or repeal a provision of the AOI or these Bylaws. In addition, absent an express statement to the contrary in these Bylaws, the resolution establishing the Committee, or a Committee's charter adopted by the Board, a Committee shall not have the authority to enter into any contract or otherwise legally bind the Society. The designation of a Committee and the delegation thereto of authority shall not operate to relieve the Board, or any individual Trustee, of any responsibility imposed on them by law.

**b. Advisory Bodies.** In addition to those identified in these Bylaws, the Board may designate one or more advisory teams, commissions, taskforces, and/or other advisory bodies (collectively, "advisory bodies"), which shall not have or exercise the authority of the Board. Other than as specified in these Bylaws, advisory bodies shall consist of such person(s) as the Board designates, and the Board shall determine whether, if at all, an advisory body must include Trustees. The advisory body may not act on behalf of the Society or bind it to any actions, but may make recommendations to the Board or to the Society Officers.

**Section 2. Governance Provisions Applicable to Committees and Advisory Bodies.**

**a. Terms.** Unless otherwise stated in these Bylaws or a charter adopted by the Board for the Committee/advisory body, Committee/advisory body member terms shall commence the date the Committee/advisory body member is appointed and end at the end of the fiscal year or any other date determined by the Board.

**b. Resignation or Removal.** A Committee/advisory body member may resign at any time by providing written notice to the Secretary/Treasurer and ED. A Committee/advisory body member may be removed by the Board for any reason, or no reason, at any time.

**c. Vacancies.** Vacancies in any Committee/advisory body shall be filled by the President or the Board.

**d. Chair.** To the extent these Bylaws or the resolution establishing a Committee/advisory body does not identify a Chair for the Committee/advisory body, the President shall, with the approval of the Board, designate the Chair for the Committee/advisory body.

**e. Notice.** Written notice of any Committee/advisory body meeting shall be delivered at least two (2) days in advance of any Committee/advisory body meeting. Notice of any Committee/advisory body meeting may be waived in writing signed by the person(s) entitled to the notice either before or after the time of the meeting. The attendance of an individual at any meeting shall constitute a waiver of notice of such meeting, except when the individual attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

**f. Miscellaneous.** A majority of a Committee/advisory body shall constitute a quorum. The act of a majority of the Committee/advisory body members present at a meeting at which there is a quorum shall be the act of the Committee/advisory body, unless a greater number is required by statute, these Bylaws, or the AOI. A Committee/advisory body member may participate in, and act at any, meeting of a Committee/advisory body through the use of a teleconference or other communications equipment by means of which all persons participating in the meeting can communicate with each other. Participation in such manner shall constitute presence in person at the meeting. No Committee/advisory body member may act by proxy.

**g. Informal Action.** Any action required or that may otherwise be taken at a Committee/advisory body meeting, may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all the Committee/advisory body members.

**h. Authority of the Board.** The Board may, at any time, dissolve, reconstitute, alter, remove a member of, or take any other action with regard to a Committee/advisory body, which the Board determines to be in the Society's best interest.

## Article 9
## Standing Committees and Standing Advisory Bodies

**Section 1. Standing Committees.** Subject to Article 8 of these Bylaws, the Society shall have the following standing Committees:

**a. Executive Committee.** The Executive Committee, as delegated by the Board, shall have the authority to carry out the business and functions of the Society between meetings of the Board, but shall report any such actions to the Board. The Executive Committee shall be Chaired by the President and consist of the President, President-Elect, Immediate Past-President, Secretary/Treasurer, and ED. The Immediate Past-President and ED shall serve without a vote.

**b. Executive Compensation Committee.** The Executive Compensation Committee, as delegated by the Board, shall assist the Board in fulfilling its responsibilities relating to the determination of the ED's compensation, including, without limitation, its obligations under the ED's employment agreement, the Society's governing documents, and applicable laws. The Executive Compensation Committee shall be composed of the Society's President, President-Elect, and Secretary/Treasurer. The President

shall serve as the Committee Chair. In addition, the Executive Compensation Committee shall perform such other duties and responsibilities as the Board shall assign from time to time.

**Section 2. Standing Advisory Bodies.** Subject to Article 8 of these Bylaws, the Society shall have the following standing advisory bodies:

**a. Finance Advisory Committee.** The Finance Advisory Committee, as delegated by the Board, shall develop, present to the Board, and monitor the Society's annual budget, and shall be composed of: (i) the Secretary/Treasurer, who shall serve as Chair; (ii) the ED, Society bookkeeper/accountant, and other ED assigned staff, who shall serve without a vote; and (iii) at least two (2) but no more than seven (7) additional individuals appointed or identified by the President and Secretary/Treasurer and approved by the Board. The Finance Advisory Committee shall: (i) ensure the Society's financial resources are budgeted and used to advance the Society's Exempt Purpose; (ii) work with outside experts, advisors, and consultants as deemed necessary to develop the Society's annual budget and ensure its presentation to the Board, and the Board's approval of an annual budget, in a timely manner; (iii) ensure the annual budget is monitored and the Board updated thereon on a regular basis during each annual period; and (iv) perform such other duties and responsibilities as may be assigned by the Board.

**b. Nominations and Governance Development Advisory Committee.** The Nominations and Governance Development Advisory Committee ("Noms Advisory Committee"), as delegated by the Board, shall recruit, solicit, qualify, and nominate individuals for election to the Board and to the offices of Secretary/Treasurer and President-Elect, and shall be composed of: (i) the Society's Immediate Past-President; (ii) the President-Elect; (iii) the ED; and (iv) at least five (5) and no more than nine (9) Society members appointed by the Board ("At-Large Members"). The ED shall serve without a vote, and the President-Elect may vote only to break a tie vote.

In making each nomination, the Noms Advisory Committee shall seek individuals who possess the requisite backgrounds, education, training, and experience that will best serve the Society's interest. Prior to making a nomination, the Noms Advisory Committee shall: (i) confirm the qualifications of any potential nominee; (ii) make available to all potential nominees copies of the Society's applicable governing documents, including, without limitation, the Society's Bylaws and Conflict of Interest Policy; (iii) inform potential nominees of the duties and responsibilities of the Board and/or applicable Office; and (iv) obtain from potential nominees a signed acknowledgement stating: (a) they reviewed and understand the duties and responsibilities of the Board and applicable Office; (b) they are qualified and willing to serve on the Board and any applicable Office; (c) they will, if elected, perform to the best of their abilities, the duties and responsibilities of the Board and any applicable Office; (d) they reviewed and understand the Society's governing documents, including, without limitation, these Bylaws and the Conflict of Interest Policy and shall abide by the same; (e) they shall complete and return to the Society the Annual Conflict of Interest Disclosure Statement by the due date established by the Board, and, if they fail to do so, they knowingly and voluntarily resign; and (f) if they fail to attend two consecutive meetings of the Board without the Board's approval, they knowingly and voluntarily resign their position(s). The Noms Advisory Committee shall make nominations within the period specified by these Bylaws (or, if not specified by these Bylaws, as specified by the Board). After consultation with the Board, the Noms Advisory Committee shall recommend a slate of candidates ("Slate") to the voting Members by May 1. No member of the Noms Advisory Committee shall be eligible for election.

Alternate nomination petitions, including the names of proposed alternate candidates to any or all of those contained in the Slate, signed by no less than ten percent (10%) of the total number of Members eligible to vote, will be accepted on or before May 31. For the purposes of this paragraph, the total number of Members entitled to vote shall include all Members entitled to vote on or before the preceding May 1. Alternate nomination petitions must be submitted to the Society headquarters in the form designated by the Noms Advisory Committee from time to time. A copy of the required form for alternate nomination petitions shall be maintained at the Society headquarters and shall be made available upon request. If valid alternate nomination petitions are received for election of any Trustee and/or Officer, a vote of the eligible voting Members will be conducted either via electronic or letter ballot in accordance with Alabama law. In addition to the ANCL requirements applicable to voting, the Society headquarters shall send a ballot form that includes the candidates identified in the Slate and the alternate candidates identified on the alternate nomination petitions, via email transmission or first-class mail to each voting Member. The Society headquarters shall forward, with the ballot form, notice of the final date on which the return ballots will be accepted. The candidates receiving the most votes by return ballot shall be elected by acclamation at the annual Member meeting; provided that if the ANCL requirements for ballot voting are not met (e.g., number of ballots returned), the election will be considered null and void, and the alternate nomination petition considered stricken as if none had been received. If no valid alternate nomination petitions are received or validated, the Noms Advisory Committee's slate shall be elected by acclamation.

In addition to the foregoing duties and responsibilities, the Noms Advisory Committee shall perform such other duties and responsibilities as the Board shall assign from time to time. The specific nomination process shall be set forth in a policy determined by the Board, which policy shall not be inconsistent with these Bylaws or the Noms Advisory Committee Charter.

c. **Standards and Practices Advisory Committee.** The Standards and Practices Advisory Committee, as delegated by the Board, shall review, define, and recommend industry standards and competencies applicable to neurodiagnostics to be adopted by the Board from time to time, and shall be composed of at least five individuals identified by the President and approved by the Board. In addition, the Standards and Practices Advisory Committee shall perform such other duties and responsibilities as the Board shall assign from time to time.

## Article 10
## Chapters

**Section 1. Definition.** Society Members representing a designated geographic area may apply for and, if approved by the Society, establish a Society Chapter ("Chapter"), which is a separate and independent corporate entity created to advance the same purpose as the Society and, therefore, permitted by the Society to be designated a Society Chapter. Chapters provide an opportunity for individuals to meet and share information for the betterment of neurodiagnostics, thereby advancing the Society's Exempt Purpose.

**Section 2. Formation.** To establish a Chapter, a Society Member must submit to the Society a Petition for Chapter Designation ("Petition") on a form prescribed by the Society, which must be signed by no less than five (5) Society members who reside in the designated geographic area and who affirm they will become members of the Chapter upon its creation. If a Petition is granted by the Board, the Chapter must agree to and execute (by its authorized agent) a contract with the Society (i.e., Articles of Affiliation) in the form designated by the Society, which sets forth, without limitation, the terms and conditions to which

the Chapter must comply to maintain its Chapter designation, and incorporates by reference the Society's Chapter Manual to which all Chapters are also subject.

**Section 3. Term and Termination.** A Chapter will continue to operate as a designated Chapter under its Articles of Affiliation and the Society's policies and procedures until either: (i) the Society terminates the Articles of Affiliation; or (ii) the Chapter notifies the Society of its planned or pending dissolution. Without limiting the foregoing, the Society may establish and dissolve Chapters in its sole discretion.

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

**Section 1. Mandatory Indemnification.** To the fullest extent permitted by the Alabama Business and Nonprofit Entities Code, as it now exists or may hereafter be amended, the Society shall indemnify any individual who is or was a Trustee, Officer, member of a Committee, employee, volunteer, agent, or other person acting on behalf of the Society, including any individual serving at the Society's request in such capacity for another entity ("Covered Person") who was wholly successful, on the merits or otherwise, in the defense of any threatened, pending, or completed action, suit, arbitration, investigation, administrative or legislative proceeding, whether civil, criminal, administrative, or investigative, and whether formal or informal ("Proceeding") to which the Covered Person was a party by reason of serving in a Covered Person capacity, against all expenses, including attorneys' fees, actually and reasonably incurred by the Covered Person in connection with such Proceeding.

**Section 2. Permissive Indemnification.** To the fullest extent permitted by Alabama law, the Society shall indemnify any Covered Person who is or was a party to a Proceeding by reason of serving in such capacity against all expenses, judgments, fines, penalties, and amounts paid in settlement, provided that the Covered Person acted in good faith and in a manner the Covered Person reasonably believed to be in or not opposed to the best interests of the Society, and, in the case of a criminal proceeding, had no reasonable cause to believe the conduct was unlawful.

**Section 3. Advancement of Expenses.** Expenses incurred by a Covered Person in defending any Proceeding shall be paid or reimbursed by the Society in advance of the final disposition of such Proceeding upon receipt of a written: (i) affirmation by the Covered Person of the Covered Person's good faith belief that the applicable standard of conduct has been met; and (ii) undertaking to repay such amounts if it is ultimately determined that the Covered Person is not entitled to indemnification under applicable law.

**Section 4. Volunteer Immunity; Statutory Protection.** The Society affirms and adopts the protections afforded under the Alabama Volunteer Service Act, and this Article shall be interpreted to provide maximum protection to Covered Persons serving without compensation, including Officers, Trustees, and volunteers, for acts or omissions undertaken in good faith and within the scope of their official duties, except in cases of willful or wanton misconduct.

**Section 5. Limitation of Liability.** To the fullest extent permitted by Alabama law, no Covered Person shall be personally liable to the Society or its Members for monetary damages for breach of fiduciary duty arising from service to the Society, except for liability resulting from conduct for which limitation of liability is not permitted under applicable law.

**Section 6. Insurance.** The Society shall purchase and maintain insurance on behalf of any Covered Person against any liability asserted against or incurred by such person in such capacity, regardless of whether the Society would have the power to indemnify such person against such liability under Alabama law.

**Section 7. Non-Exclusivity.** The rights of indemnification and advancement of expenses provided by this Article shall not be exclusive of any other rights to which a Covered Person may be entitled under these Bylaws, any Board action, or otherwise, both as to action in an official capacity and as to action in another capacity while holding such office.

**Section 8. Severability and Statutory Construction.** If any provision of this Article is held invalid or unenforceable, such invalidity shall not affect the remaining provisions. This Article shall be construed to provide indemnification and advancement of expenses to the maximum extent permitted under Alabama law, including any future amendments that expand such rights.

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

Except as otherwise provided for in these Bylaws and the AOI regarding meetings, elections, and procedural matters, *Robert's Rules of Order, Newly Revised* are hereby adopted and shall govern such meetings, elections, and procedural matters, provided the Board may waive compliance with the same in any situation when the Board deems it to be in the best interests of the Society.

## Article 13
## Financial Matters

**Section 1. Contracts.** The Board may authorize the Officer(s) or other agent(s), in addition to those authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of, and on behalf of, the Society and such authority may be general or confined to specific instances.

**Section 2. Checks, Drafts, Other Payments.** All checks, drafts, or other orders for the payment of money, notes, or other evidence of indebtedness issued in the Society's name shall be signed by such Society Officer(s) or agent(s) in such manner as determined by the Board.

**Section 3. Deposits.** All Society funds shall be deposited in such depositories as the Board selects.

**Section 4. Gifts.** The Board may accept on behalf of the Society any contribution, gift, bequest, or devise for general purposes or for any special purpose that advances the Exempt Purpose.

**Section 5. Loans.** Loans from the Society to any person or entity are prohibited.

**Section 6. Budget.** The Board shall adopt a budget in advance of each fiscal year, and the Society's affairs shall be conducted in accordance with said annual budget, as approved or amended by the Board.

**Section 7. Strategic Plan.** The Board shall adopt a strategic plan identifying the Exempt Purpose and the goals and activities the Society shall pursue to advance its Exempt Purpose.

**Section 8. Financial Policies and Procedures.** The Board shall adopt financial policies and procedures that shall include, without limitation: (i) prudent financial controls; and (ii) require the Society's financial books and records be kept in accordance with generally accepted accounting principles.

## Article 14
## Dissolution

Upon the Society's dissolution, after paying or making provision for the payment of all Society liabilities, the Board shall dispose of all the remaining Society assets exclusively for the Society's Exempt Purpose and in accordance with the law, as the Board shall determine.

## Article 15
## Miscellaneous

**Section 1. Annual Orientation.** Annually, the Society shall endeavor to provide Trustees an orientation covering, without limitation: (i) the Exempt Purpose; (ii) the Society's governing documents; (iii) the Society's structure; (iv) the roles, duties, and responsibilities of Trustees, Officers, Committees, advisory bodies, Chapters, and staff; (v) the Society's Conflict of Interest Policy and Whistleblower Protection Policy; (vi) the Society's strategic plan and activities; and (vii) the Society's budget, budgeting process, and finances.

**Section 2. Standing Policies.** The Society shall maintain, in addition to other policies the Board may adopt from time to time, a: (i) Conflict of Interest Policy; (ii) Record Retention Policy; and (iii) Whistleblower Protection Policy.

**Section 3. Notice by Electronic Means.** A notice or action required to be in writing by the Act, AOI, or these Bylaws may be transmitted or delivered by electronic means, including via email. A notice or action transmitted by the Society by electronic means is deemed delivered as of the date and time it is transmitted by the Society to the email address, or other electronic contact information for an individual as reflected in the Society's records. A notice or action transmitted to the Society by electronic means is deemed delivered as of the date and time it is received by the Society.

## Article 16
## Amendments

The power to alter, amend, or repeal these Bylaws or adopt new and other bylaws shall be vested in the Board. These Bylaws may contain provisions for the regulation and management of the affairs of the Society not inconsistent with the ANCL or the Society's AOI.

**Adopted: July 24, 2026**