



BYLAWS OF THE ASSOCIATION OF UNIVERSITY PROFESSORS OF NEUROLOGY

ARTICLE I - MEMBERSHIP

Section 1. Members. Membership is open to all academic departments of neurology. For institutions with an alternate administrative structure, the organizational unit in that institution responsible for the care of patients with neurologic disease and the education of students and/or residents in neurology will be considered the “department of neurology”. The Chair or Director of the department is the voting member of AUPN. Members from Neurology Departments of Military Institutions shall be exempt from the payment of dues.

Other leaders in the department including the Program Director, Clerkship Director, Child Neurology Director, Research Program Director and VA Director may participate in AUPN activities or committees as determined by the Council, but do not have a vote in association matters.

The Director of the National Institute of Neurological Disorders and Stroke (NINDS); the Clinical Director of the Division of Intramural Research at the NINDS; and the Director of Neurology, Central Office, at the Veterans Administration shall be ex-officio members of the Association and exempt from the payment of dues.

Section 2. Proxy. A voting member who is unable to attend a called meeting of the Association may appoint a proxy by designating such proxy in writing. The proxy must be a member of the same training program or organization as is the voting member who is represented. The proxy shall register with the Secretary as the representative of the voting member by providing such voting member’s written proxy designation and shall be recognized by the President at the beginning of the meeting. A member shall not vote by proxy during two succeeding meetings except under unusual circumstances with written permission of the President of the Association.

Section 3. Terms of Membership. A voting member of the Association shall hold membership as long as they occupy the position at the institution which entitled them to membership. A member no longer occupying this position by virtue of assuming a full-time administrative, non-teaching academic appointment of this organization can be retained as a member with privileges of the floor but without vote.

Once elected, a Council member shall hold membership and their Officer position through the end of their elected term even if they no longer occupy the position which originally entitled them to membership.

The eligibility of members of the Association shall be determined by the Council. An appeal to the decisions of the Council or corrections in the membership roles should be made in writing to the President of the Association. Such decisions can be overridden by a simple majority of those who respond to an electronic vote.

ARTICLE II - FUNCTIONS

The Association of University Professors of Neurology, Incorporated, shall consider and make recommendations concerning matters of general interest as distinguished from those affecting a single department, division, or training program of Neurology. The Association shall consider and make recommendations on any matter referred to it by the President of the Council of the Association or those matters submitted by its members, whether voting or nonvoting, as prescribed in Article IV, Section 3.

Any recognized learned society, professional association or governmental agency concerned with the general area of the neurological sciences or related matters shall have the privilege of presenting suggestions or raising problems for consideration by the Association or by any of its committees.

ARTICLE III - ORGANIZATION

Section 1. The Council shall consist of the Officers Councilors, and Past President of the Association. The Council shall be composed of no more than fifteen (15) Trustees including, five (5) elected Officers of the Association, the immediate Past President of the Association and nine (9) elected Councilors. The Council will have the responsibility to carry out the functions of the Association according to the Articles of Incorporation.

The Council shall fix the annual dues payable by members of the Association. Vacancies of Officers or the Council, however caused, shall be filled by a majority vote of those who respond to a ballot of the voting members. Should a vacancy occur for the President or President-Elect for whatever cause, the position shall be filled by a majority vote of the remaining members of the Council. A person so named shall serve only until the vacated term expires. Upon the incapacitation, withdrawal, demise, resignation, or removal of the President, the President-Elect shall assume all duties and responsibilities of the President, provided, however, that if for any reason the President-Elect cannot assume such duties and responsibilities then the 1st Vice-President shall assume such duties and responsibilities.

Section 2. Officers. The Officers of the Association shall be (a) President, (b) President-Elect, (c) First Vice-President, (d) Second Vice-President, (e) Secretary-Treasurer. Each Trustee Officer is elected for a two-year term except the Secretary-Treasurer who shall be elected to hold the office for a term of four years. The Trustee Officer serving as President-Elect will, at the end of their two-year term as President-Elect, then serve as President for the ensuing two years. Officers with the exception of the President and President Elect, may serve more than one term consecutively but may not exceed two terms.

President. The President shall be the coordinator of the Council and the Chief Executive Officer of the Association. The President will preside at all meetings, call meetings, and perform all duties customary to this office. The President shall, subject to approval as specified in Article III, section 2 hereof, appoint members of this organization as (1) the chairpersons of standing

and special committees of the Association, and (2) liaison representatives to such learned societies, professional associations, and governmental and non-governmental agencies concerned with the neurological sciences as deemed appropriate by the Council. The President shall serve on the Finance Committee.

President Elect. The President Elect, along with the 2nd Vice President, oversees the dues collection process. The President Elect shall serve on the Finance Committee. The President Elect will, at the end of their two-year term as President-Elect, then serve as President for the ensuing two years.

1st Vice President. The 1st Vice President shall serve as Chair of the Program Committee.

2nd Vice President. The 2nd Vice President shall serve as Chair of the Media Engagement Committee. The 2nd Vice President, along with the President Elect, oversees the dues collection process.

Secretary-Treasurer. The Secretary-Treasurer shall keep a record of the proceedings of all meetings, certify official records, and perform all duties which may be required. The Secretary-Treasurer will ensure that a list of all members exists, have charge of all funds of the Association and keep the same and make disbursements therefrom as directed by the Council. The Secretary-Treasurer shall serve as Chair of the Finance Committee.

Section 3. Councilors and Past President. The Councilors of the Association shall be nine (9) elected Chairs of Neurology who are members of the AUPN in good standing. Each Councilor is elected by the members of the Association for a three-year term. Once elected, a Councilor of the Association may complete their term in office even if they no longer occupy the position which originally entitled them to membership. Councilors may serve more than one term consecutively but may not exceed two terms.

The Past President of the Association shall serve as the Chair of the Nominating Committee.

Section 4. Composition of Standing Committees. The President of the Association shall appoint the Chairpersons of any committees to serve for a term as specified in Article III, section 4, or if on the Council, until their current term concludes. All members in good standing are eligible to serve on Committees, with the exception of the Nominating and Finance Committees, which shall consist of members currently serving on the Council. Nominating Committee. The Nominating Committee, working in cooperation with the Council and the Executive Office, is responsible for identifying open Council seats, approving the Call for Nominations, and identifying the slate of candidates for member vote. Member voting occurs in March with appointments of new Council members made in April. The Committee shall be composed of no more than 5 members and should always have an odd number of members serving to avoid having a tie vote. The immediate Past President serves as Chair. Members shall be appointed from the Council and can volunteer to serve on the Committee or can be appointed by the President or Committee Chair. Committee members shall rotate off once their term is complete. Committee members may serve no more than two consecutive terms and must have a seat on the Council at the start of each term.

Program Committee: The Program Committee shall have the ability to propose and slate educational programming and content throughout the year. Specifically, the Program Committee focuses on identifying topics and speakers for the Spring and Fall AUPN Chair Sessions, held in conjunction with the AAN and ANA respectively. The Committee shall be composed of no more than 5 members. The 1st Vice President serves as Chair. Members in good standing can volunteer to serve on the Committee or can be appointed by the AUPN President or Committee Chair. Members of the Committee shall be appointed for a four-year term, and half the members shall rotate off the committee every two years. Committee members may serve no more than two consecutive terms.

Two independent virtual workshops dedicated towards Program Directors and Clerkship Directors shall occur in late winter/early spring and on an annual basis. An in-person Small Department Networking workshop shall occur each spring in conjunction with the AAN Annual Meeting. Each workshop shall be organized by a Program Director, Clerkship Director or Department Chair as appointed by the President. Workshop Organizers shall serve a two-year term, renewable at the discretion of the President. Additional workshops may be held throughout the year at the discretion of the President or Program Committee, following a fiscal analysis by the Treasurer.

c. Finance Committee: The Finance Committee shall be responsible for developing and reviewing the annual budget. The Committee shall be composed of no more than 5 members. The Secretary-Treasurer serves as Chair and the President and President Elect shall serve as members of the Committee. Members shall be appointed from the Council and can volunteer to serve on the Committee or can be appointed by the President or Committee Chair. Committee members shall rotate off once their term is complete. Committee members may serve no more than two consecutive terms and must have a seat on the Council at the start of each term.

The Council shall vote on the budget in-person, via email or via conference call each Fall

d. Media Engagement Committee: The Media Engagement Committee shall strengthen the academic Neurology community by facilitating social media discussions and creating online resources to increase member engagement. The 2nd Vice President serves as Chair and rotates off once their term is complete. Members in good standing can volunteer to serve on the Committee or can be appointed by the AUPN President or Committee Chair. Members of each standing committee shall be appointed for a four-year term, and half the members shall rotate off the committee every two years. Committee members may serve no more than two consecutive terms.

e. Program Director Liaison Group: The Program Director Liaison Group shall identify ways in which Chairs and Program Directors can work together to address problems. The Committee shall be composed of no more than 7 members. A member of the Council with Program Director experience serves as Chair. Members in good standing can volunteer to serve on the Committee or can be appointed by the AUPN President or Committee Chair. Members shall serve for a three-year term with the exception of the Chair who shall serve until the completion of their current Council term. Committee members may serve no more than two consecutive terms. A virtual workshop for members shall occur in late winter/early spring and on an annual basis.

Section 5. Quorum of the Council and Committees of the Association. A simple majority of the

Council or of the members of a Committee of the Association shall constitute a quorum for the transaction of business by that body

Section 6. Election of Officers & Councilors. Interested candidates will be solicited through a Call for Volunteers to the membership. Nominees for Officer positions shall have previous experience serving on the Council. The Nominating Committee shall propose members to replace each Officer or Councilor whose term expires, as well as the President Elect, who then automatically becomes President after a two-year term as President Elect. A ballot will be sent electronically to all voting members with the selection made based on the majority of votes received by a designated date.

Section 7. Dues Process: The Association shall abide by the following dues process.

1. In the fall of the current year, (November), the Executive Office shall send a personalized email from the President to members requesting their dues payment for the next year. Reminders via the Saturday email will be sent until April 1st.
2. In the winter of the current year (December), the Executive Office shall send a printed hard mailer with dues invoice of those who owe dues
3. From Mid-January to Mid-February, the President Elect and 2nd Vice President shall reach out via email to those past due requesting dues be paid.
4. During the month of March, the Council shall reach out via email to those past due requesting dues be paid.
5. Dues collection shall conclude on April 1st.

ARTICLE IV - MEETINGS

Section 1. Regular Meetings. Regular meetings of the Association shall be held each Spring and Fall.

Section 2. Special Meetings. Special meetings of the Association may be called at the direction of the President, on order of the majority of the Council, or on request of 25 voting members of the Association addressed in writing to the Secretary-Treasurer. Notice of such special meetings shall be sent to the members by the Secretary-Treasurer as far in advance as is convenient.

Section 3. Procedure. The President, or a designated representative is responsible for the planning and agenda setting for all meetings. The Council may invite non-members whose participation will contribute to the program. Such guests shall have the privilege of the floor but without vote.

Except as designated elsewhere in the Bylaws of the Association, a resolution put to a vote at any meeting of the members of the Association, any Board, or any Committee, shall be enacted pursuant to a simple majority vote of those present at such meeting of the Association, any Board, or any Committee.

Section 4. Official Minutes and Reports. A copy of the official minutes of the Association will be kept on record and made available to members upon request.

ARTICLE V - MISCELLANEOUS PROVISIONS

Section 1. Contracts, Checks and Investments. The Council may authorize any Officer or Officers, in the name of and on behalf of the Association, to enter into any contract or to execute and deliver any instrument, or to sign or endorse checks, drafts or other orders, for the payment of money or notes or evidences of indebtedness.

All funds of the Association shall be deposited to the credit of the Association in such banks, trust companies or other depositories as the Council may select or such funds may be invested by the Association in such manner as the Council may authorize.

Section 2. Fiscal Year. The fiscal year of the Association shall end on the 31st day of December of each year.

ARTICLE VI - AMENDMENTS

These Bylaws or Certificate of Incorporation may be amended in any of the following manners:

At a meeting: The Bylaws or Certificate of Incorporation may be amended at any meeting of the Association and approved by a simple majority of those in attendance provided that notice of any proposed amendment has been given or was made available to the membership in writing at least thirty (30) days prior to the meeting of the members. Any member of the Association may submit a proposed amendment to the Bylaws or Certificate of Incorporation to the Council at least thirty (30) days prior to a meeting of the members. All proposed amendments will be distributed to the membership prior to the meeting. This requirement of advance notice may be waived only by unanimous consent of a quorum of the voting members present.

The Bylaws or Certificate of Incorporation may be amended by mail, email or other similar technology and approved by a simple majority of those who responded, provided that notice of any proposed amendment is distributed to the membership in writing 14 days prior to the deadline for voting.

ARTICLE VII – DISSOLUTION

If for some reason it becomes necessary to dissolve this Association, the assets remaining after payment of the debts of the Association or provision therefor shall be distributed exclusively for charitable or educational purposes to organizations in the field of academic neurology which are then exempt from federal tax under Section 501(c)(3) of the Code, and to which contributions are then deductible under section 170(c)(2) of such Code as may be directed by the Council.