

**BYLAWS**  
**OF**  
**THE AMERICAN ASSOCIATION OF NEUROPATHOLOGISTS, INC.**

*Accepted by the Executive Council and Membership on June 12<sup>th</sup>, 2015  
at the Annual Business Meeting*

*Revised with approval of the Executive Council and Membership on June 9<sup>th</sup>, 2017  
at the Annual Business Meeting*

**ARTICLE 1: GOVERNANCE DOCUMENTS:**

As defined in Article 3 of the Association's constitution, the Association shall be governed by two primary documents a) the constitution and b) the bylaws. Section 3.1: The constitution defining the key elements of the Association as approved by two thirds vote of active members present at the annual business meeting or two-thirds of the member votes that are received electronically. Section 3.2: The bylaws defining details and additional requirements as proposed by the Executive Council and approved by an affirmative vote of two-thirds of the active members present at the annual business meeting or two-thirds of the member votes that are received electronically.

**Section 1.1:** The Bylaws shall in no way contradict the letter or spirit of the constitution, rather this document will provide additional definitions and details that may be amended by the Executive Council in order to facilitate day-to-day operations of the Association.

**Section 1.2:** Amendments to the bylaws may be proposed by the Executive Council or by the Constitution Committee. Amendments may also be proposed in a petition signed by at least 10 members of the Association, submitted through the office of the Secretary-Treasurer at least 4 weeks prior to the Executive Council's next scheduled meeting. In order to facilitate operational efficiency, the Executive Council may make provisional amendments to the Bylaws. All such amendments must be presented to the membership in a timely manner, either for electronic vote or at the next annual business meeting. For such amendments to be adopted in final form, shall require an affirmative vote of two-thirds of the active members present at the annual business meeting or two-thirds of the member votes that are received electronically.

**ARTICLE 2: MEMBERSHIP**

Membership categories are listed in Article 4 of the Constitution.

**Section 2.1: Active members:** Active members shall be graduates in medicine or veterinary medicine or hold doctoral degrees in pathology or neuropathology or a related field practice. Members with clinical training would typically be expected to have completed their residency/fellowship while basic scientists would be expected to have completed their

postdoctoral fellowship training. They shall have made original contributions to neuropathology or neurological sciences, applied or experimental. Active members shall have full voting privileges and the right to be elected and serve as officers and councilors of the Association and to serve on committees.

**Section 2.2: Junior members:** Junior members shall be trainees engaged in the study of neuropathology including residents, fellows, graduate students or postdoctoral fellows. Members in this category are expected to transition to active membership after the completion of their training. Junior members are eligible to hold positions on committees as stated in Section 6.10. Junior members may not serve as officers and councilors nor do they hold voting privileges.

**Section 2.3: Associate Members:** Associate members shall be individuals with an interest in neurological sciences who are not currently in a training program and do not hold a doctoral degree. Associate members cannot be elected to serve as officers and councilors; they do not have voting privileges; they may serve on committees as guests at the discretion of the chair and Executive Council.

**Section 2.4: Honorary members:** Honorary members shall be exceptionally distinguished investigators or teachers in the field of the neurological sciences. They shall not be eligible to hold office or vote in the Association, and shall be exempt from the payment of dues.

**Section 2.5: Senior members:** Senior members shall be former active members who upon full retirement from active professional life have requested and been granted this status. The Executive Council shall, upon appropriate recommendation of the Membership Committee, grant such individual members "senior" membership status and exempt them from payment of dues. No member shall lose any of his previous rights by reason of any such exemption from payment of dues. They no longer have to pay dues to the Association, but are entitled to all their previous membership privileges.

**Section 2.6: Election of members**

**Section 2.6a:** Candidates for active, junior, associate and honorary membership shall be nominated in writing by one active members of the Association.

**Section 2.5b:** Applicants for active, junior and associate membership shall submit a completed web-based application form together with their curriculum vitae and the names of the candidate's nominators to the Chairperson of the Membership Committee. The nominator shall submit one letter of recommendation to the Chairperson of the Membership Committee. Candidates for Honorary Membership shall have submitted on their behalf two explanatory letters from two Active Members of the Association.

**Section 2.6c:** Completed applications received by the Chairperson at least two weeks prior to March 1, July 1 and November 1 will be reviewed by the Membership Committee shortly after these dates. Following approval by at least two-thirds of the committee membership, the recommendation will be electronically submitted to the Executive Council for approval.

Membership shall be effective immediately upon Executive Council approval. Annual dues shall be prorated based on the date of membership.

**Section 2.6d:** Any member in good standing who anticipates retirement from active professional practice may request in writing a change in status to the senior category. The request should be submitted to the Membership Committee for approval. The Committee's recommendation will be communicated to the Executive Council. Requests may be made via the AANP website.

**Section 2.6e:** Members in good standing shall be current in their dues and not have any other reason for forfeiture of membership as defined in Article 11.

### **ARTICLE 3: EXECUTIVE COUNCIL**

**Section 3.1:** The Executive Council of the Association shall meet at least once yearly to advise the officers of the Association on all matters pertaining to the purposes and best interests of the Association, and shall fulfill such other duties as are stated below in Article 5. The Executive Council may, at the request of the President, hold additional meetings in person or by conference call at any time of the year upon sufficient written notice to all members of the Executive Council.

**Section 3.2:** As defined in Section 5.2 of the Constitution, the Executive Council of the Association shall consist of the officers, the three preceding presidents of the Association, two members-at-large and the Editor-in-Chief of the *Journal of Neuropathology and Experimental Neurology* (the official scientific journal of the Association).

### **ARTICLE 4: ELECTION OF EXECUTIVE COUNCIL**

**Section 4.1:** The officers shall be elected for a term of one year or from the end of the annual meeting of their election through the next annual meeting. Exceptions include the Secretary-Treasurer and the Assistant Secretary-Treasurer and the Vice-President for Professional Affairs, whose terms may be renewed for four additional years, but may not serve more than five consecutive terms. The members-at-large shall serve for a period of four years, one member-at-large being elected alternately, every two years.

A majority of the votes cast by the active members present at the annual meeting shall be necessary for election of officers.

**Section 4.2:** As defined in Section 6.1 of the Constitution, the Nominating Committee shall be responsible for procedures to identify and nominate a slate of candidates for the positions of officers of the Association, members-at-large, and Councilors to the International Society of Neuropathology, to be filled by election at the annual business meeting.

**Section 4.3:** Qualifications of candidates seeking officer positions must be reviewed by the Nominating Committee to ensure that they meet the requirements.

**Section 4.4:** All candidates endorsed by the Nominating Committee and/or other qualified nominations received from the floor at the annual business meeting, shall be presented for a majority vote at the annual business meeting of the Association.

## **ARTICLE 5: DUTIES OF THE OFFICERS**

**Section 5.1: President:** The President shall direct the affairs and preside over all the meetings of the Association and of the Executive Council. He/she shall be empowered to call special meetings and shall appoint all committee chairpersons, and in consultation with each chairperson, shall appoint the other members of each committee, except as provided for the Nominating Committee. The president shall appoint an Archivist. The President shall select the Matthew T. Moore, Saul R. Korey, Parisi and DeArmond lecturers each year in conjunction with the Nominating Committee and the Chair of the Education Committee. The President, in consultation with the Vice President, and following recommendations by members of the Nominating Committee, shall select recipient(s) for the "Award for Meritorious Contributions to Neuropathology". The President shall be ex-officio member of all committees.

**Section 5.2: President-Elect:** The President-Elect automatically becomes President at the end of the term of the incumbent President. The President-elect shall be ex-officio member of all committees.

**Section 5.3: Vice-President:** The Vice-President shall assist the President in the discharge of their duties and shall perform the duties of the President in case of their absence or disability.

**Section 5.4: Vice-President-Elect:** The Vice-President-Elect automatically becomes Vice-President at the end of the term of the incumbent Vice-President.

**Section 5.5: Vice-President for Professional Affairs:** The Vice-President for Professional Affairs shall be Chairperson of the Professional Affairs Committee. He/she shall keep the Association informed in all professional affairs affecting the practice, including teaching, research, training and certification in neuropathology. Subject to the wishes of the President, he/she may represent the Association at meetings with representatives of other organizations, public or private, in the pursuit of information pertaining to professional affairs. He/she shall be licensed to practice medicine and shall be actively engaged in the practice of neuropathology.

**Section 5.6: Secretary-Treasurer:** The Secretary-Treasurer shall keep a correct and permanent record of the meetings and of the financial transactions of the Association and shall submit a financial report at the Annual Meeting. He/she shall conduct the correspondence and, with the President, shall notify new members of their election to membership. He/she shall perform such other duties as may be demanded in conducting the business of the Association and shall assist

the Program Committee in preparing the program of the annual meeting. The Secretary-Treasurer shall be ex-officio member of all committees.

**Section 5.7: Assistant Secretary-Treasurer:** The Assistant Secretary-Treasurer shall carry out such duties as are assigned him by the Secretary-Treasurer. In addition, he/she will coordinate all Continuing Medical Education (CME) activities throughout the year, as well as at the Annual Meeting. The Assistant Secretary-Treasurer will provide the Executive Council with the necessary information to determine the time and place of the annual meeting of the Association. The Assistant Secretary-Treasurer will also serve as Chair of the Education committee.

**Section 5.8:** The officers of the Association shall not serve as active members of Association committees except as defined above.

**Section 5.9:** Members of the Association may be appointed to no more than two committees

**Section 5.10: Indemnification:** The Association shall indemnify each officer and Executive Council member against liability and expenses, including attorney's fees, incurred in connection with any legal action in which the individual is made a defendant or is otherwise involved by reason of the individual's good faith efforts on behalf of the Association. This indemnification does not extend to conduct deemed by the Executive Council to have been undertaken in bad faith or contrary to the constitution and bylaws of the Association.

**Section 5.11: Members-at-large** shall serve for a period of four years. They shall broadly represent the views of the membership at the Executive Council and in addition to participation in all Executive Council activities, shall carry out duties as assigned by the President.

## **ARTICLE 6: COMMITTEES**

**Section 6.1:** The membership shall be informed of the composition of all Committees by the President. This information will be provided at the annual business meeting as well as through the Association's Newsletter, or other electronic transmission.

**Section 6.2:** It shall be the obligation of the President and Executive Council to review the membership of each Committee and the adequacy with which each Committee is carrying out its charge, and to recommend changes as appropriate.

**Section 6.3:** Committee Chairs and members are appointed for a one year term, which may be renewed as defined for each committee. No committee Chair shall serve more than two consecutive terms except the Chairs of the Education and Professional Affairs Committees, unless exception is specifically granted by the President in consultation with the Executive Council.

**Section 6.4: Awards Committee:**

Membership: 12-18 active members

Term: Chair: 1 year, renewable for one additional term, members 2 years, renewable for one additional term

Charge: The Awards Committee is charged with the task of determining the recipients of the Weil Award, the Moore Award, the Rubinstein Award, the Hirano Award and the Terry Award utilizing broad guidelines previously outlined when the awards were established. Criteria for judging are established by the Committee in consultation with the appropriate officers of the Association.

**Section 6.5: Constitution and Bylaws Committee:**

Membership: 3 members including the Chair, as well as one additional (non-voting) Junior member.

Term: 1 year, renewable for one additional term

Charge: The Constitution Committee is charged with maintenance of the Constitution and the Bylaws as useable guides to governing the affairs of the Association. Changes in the Constitution may be considered as per Article 11 of the constitution and Article 1 of the bylaws.

**Section 6.6: Education Committee:**

Membership: No less than 8 and no more than 12 members, as well as two additional (non-voting) Junior members.

The Education Committee will be chaired by the Assistant Secretary-Treasurer.

Ex-officio members will include: the Vice-President for Professional Affairs, Chair of the Program Committee, Editor of the *Journal of Neuropathology and Experimental Neurology* and Moderator of the Diagnostic Slide Session. The Past-Chair of the Education Committee may remain an ex-officio member for up to 2 years, at the discretion of the current Chair.

Term: Chair: 1 year, renewable for four additional terms, contingent upon reappointment as Assistant Secretary-Treasurer. Members shall be appointed for a term of 1 year, renewable for up to 4 additional terms.

Charge: The Education Committee is charged with the following:

1. To define, monitor and develop educational programs necessary for recertification in neuropathology. These should conform to all requirements described by the American Board of Pathology for Self-Assessment Modules.
2. To coordinate all CME programs, including working with ACCME to ensure compliance with their regulations and with the Program Committee to coordinate CME offerings at the annual meeting.
3. To promote and function as a resource for neuropathology education for medical students, residents, and fellows.
4. To undertake any other task or initiative requested by the President, Executive Council, or Professional Affairs Committee of the Association with regard to educational needs of the AANP. The six core ACGME competencies (Accreditation

Council for Graduate Medical Education) guide the education efforts of the Education Committee.

5. Maintain liaison with the *Journal of Neuropathology and Experimental Neurology*, the Diagnostic Slide Session and such other functions as may be appropriate for the best interests of the Association and of the science of Neuropathology.
6. The Education Committee shall aid the president in the selection process for named lectureships, ensuring compliance with ACCME requirements for CME accredited activities.

**Section 6.7: Membership Committee:**

Membership: 5 members including the Chair, as well as two additional (non-voting) Junior members.

Term: 1 year, renewable for one additional term.

Charge: The Membership Committee reviews applications of candidates for membership in the Association and determines eligibility for acceptance in the appropriate category in accordance with guidelines noted above.

**Section 6.8: Professional Affairs Committee:**

Membership: 5-8 members including the Chair, who shall also serve as the Vice-President for Professional Affairs as well as two additional (non-voting) Junior members.

Term: Chair and members – 1 year, renewable for up to 4 additional terms.

Charge: The committee shall keep the Association informed in all professional affairs affecting the practice, including teaching, research, training and certification in neuropathology. Subject to the wishes of the President, the Chair may represent the Association at meetings with representatives of other organizations, public or private, in the pursuit of information pertaining to professional affairs. All members, including the Chair shall be licensed to practice medicine and shall be actively engaged in the practice and teaching of neuropathology.

**Section 6.8a: Neuropathology Fellowship Program Directors Committee:**

Membership: All Directors of ACGME accredited (or international equivalent) neuropathology fellowship programs including the Chair, who shall be appointed by the President.

Term: Chair: 1 year, renewable for up to 2 additional terms. Members: For the duration of their tenure as Program Directors.

Charge: This subcommittee shall keep the Professional Affairs Committee informed in all matters related to teaching, research, training and certification in neuropathology. The committee shall meet annually or as required to address such issues, as well as to collate and share best practices that would enhance the quality of neuropathology fellowship programs.

**Section 6.9: Program Committee:**

Membership: Not less than 8, as well as two additional (non-voting) Junior members.

Term: Chair: 1 year renewable once; Members: 1 year, renewable for three additional terms; Junior members 1 year renewable once

Charge: The Program Committee is charged with the following

1. Selects and arranges the scientific program for the annual meeting through a mechanism determined jointly by the Committee in consultation with the president, Assistant Secretary-treasurer, and in consultation with the Editor-in-Chief of JNEN and the Chair of the Professional Affairs Committee.
2. The Chair is responsible in consultation with the Secretary Treasurer for soliciting submissions from members of the Association and setting the deadline for receipt of such submissions
3. The Program Committee shall be responsible for reviewing and selecting oral or poster presentations for the meeting.
4. The final program including date, time and location of their presentations will be communicated to individual members by the Chair.
5. Abstracts for the annual meeting will not be accepted from members in arrears in their dues as of January 1.
6. The final program including date, time and location of their presentations will be communicated to individual members by the Chair. The final program of the meeting including guest speakers, committee meetings and social activities shall be communicated to the members of the Association by the Secretary-Treasurer at least four weeks in advance of the meeting.

**Section 6.10: Appointment of Junior Members to above-named Committees:** Trainees must be Junior members to serve on any committee. No trainees shall be appointed to the Executive Council, Nominating Committee and Awards Committee. The term of appointment shall be two years. Should a trainee/Junior member transition to active member status they may retain their committee role for the balance of their term. Candidates may self-nominate or be nominated by their program director by submitting an application form, or alternatively may be nominated by members of the Executive Council. The Executive Council shall make final selections and inform the membership at the annual meeting.

## **ARTICLE 7.0: ADDITIONAL APPOINTMENTS**

**Section 7.1: Archivist:** The Archivist shall be appointed by the President, and will serve a term of four years and may be reappointed. The Archivist shall maintain files to include but not limited to the curriculum vitae of members and of applicants passed by the Membership Committee, past programs and abstracts of papers presented at the meeting, a set of slides and case information for slides presented at the Slide Session, all correspondence and printed matter, and other memorabilia.

**Section 7.2: Councilors to the International Society of Neuropathology:** As a member society, the Association is represented in the International Society of Neuropathology by a designated number of councilors. The councilors shall be elected for a term of three years, renewable once. The Nominating committee shall be responsible for procedures to identify and nominate candidates for these positions. Election of councilors shall occur at the annual business meeting



at least 12 months but not exceeding 24 months prior to the International Congress of Neuropathology. A majority of the votes cast by the active members present at the annual meeting shall be necessary for election of Councilors. Councilors shall represent the interest of the American Association of Neuropathologists, Inc. and carry out such duties requested by officers of the International Society and Congress.

#### **ARTICLE 8.0: JOURNAL OF NEUROPATHOLOGY AND EXPERIMENTAL NEUROLOGY**

As defined in Article 10 of the constitution, the Association shall publish the *Journal of Neuropathology and Experimental Neurology*, which shall be the official journal of the Association.

**Section 8.1:** The Editor-in-Chief, appointed by the Executive Council and Members of the Association, must be an Active Member of the Association.

**Section 8.2:** Term: The Editor-in-Chief shall serve for a period of five years, renewable once for a five-year term, but not more than ten consecutive years. This period may be lengthened or shortened for due cause by approval of the Executive Council and Members.

**Section 8.3:** The Editor-in-Chief shall present a full account of financial operations of the Journal to the Executive Council at its annual meeting or at other times as may be requested by the Executive Council, President, or Secretary-Treasurer.

**Section 8.4:** The Editor-in-Chief shall appoint an Editorial Board of limited tenure; members of the Editorial Board shall serve periods of 2, 3, or 4 years, renewable at the discretion of the Editor-in-Chief. The majority of the Editorial Board shall be composed of Active members of the Association. The size of the Editorial Board will be such as to meet the needs of the Journal as determined by the Editor-in-Chief. The Editor-in-Chief, with the advice of the Editorial Board, shall have full authority and responsibility for control of the Journal editorial policy and arrangements for publication.

**Section 8.5:** When a new Editor-in-Chief is to be selected, a Search Committee shall be appointed by the President with approval of the Executive Council no later than 1 year before expiration of the term of the incumbent Editor-in-Chief. The Search Committee shall consist of no less than five and no more than seven Active members and shall include two members of the Executive Council, two members from the membership-at-large and the incumbent Editor-in-Chief. No member of the Search Committee shall be a candidate for the position of Editor-in-Chief unless the Executive Council decides that due cause and special circumstances require the incumbent Editor-in-Chief to serve an extended term of limited tenure.

## **ARTICLE 9: MEETINGS**

As defined in Article 8 of the constitution, there shall be an annual meeting of the Association which shall be held at the time and place designated by the President and Executive Council.

**Section 9.1:** The authority on parliamentary procedure shall be "Robert's Rules of Order, Revised" in all cases to which they are applicable and in which they are not inconsistent with the Constitution of the Association. Any question regarding priority of business shall be decided by the Chair without debate. The foregoing order of business may be altered or suspended at any meeting by a majority vote of the active members present.

**Section 9.2:** The annual business meeting agenda shall be prepared by the Secretary-Treasurer in consultation with the President and will include but not be limited to the following items: Financial report, Committee reports, reports from the Editor in Chief of *JNEN*, Moderator of the Diagnostic Slide Session, Election of Officers and Councilors.

**Section 9.3:** The order of business at all business meetings shall be as follows:

- \* Proof of notice of meeting
- \* Approval of minutes of the previous meeting
- \* Reporting of communications
- \* Reports of officers and committee Chairperson
- \* Unfinished business
- \* New business

**Section 9.4:** At the business session of the annual meeting, ten percent of the active membership, or 50 active members, whichever is smaller, shall constitute a quorum. Only members in good standing may attend, and only active and senior members shall have the right to vote.

**Section 9.5:** At the Scientific Session of the annual meeting, the members of the Association and invited guests shall present communications related to their work in neuropathology.

**Section 9.6:** The Executive Council of the Association shall meet at least once yearly to advise the officers of the Association on all matters pertaining to the purposes and best interests of the Association, and shall fulfill such other duties as are required. The Executive Council may, at the request of the President, hold additional meetings at any time of the year upon sufficient written notice to all members of the Executive Council.

**Section 9.7:** In order to facilitate the business of the Association, electronic voting shall be as valid as voting in person at the annual business meeting. At the discretion of the President and with the advice and consent of the Executive Council, electronic voting may be used to decide any issues of importance to the Association. Electronic voting methods shall be chosen and implemented by the Secretary-Treasurer at the request of the President with approval from the Executive Council. All motions presented to the membership for a vote shall require an

affirmative vote of two-thirds of the active members present at the annual business meeting or two-thirds of the member votes that are received electronically.

#### **ARTICLE 10: DUES AND EXPENSES OF THE ASSOCIATION**

**Section 10.1:** Active and Junior members shall pay such dues as proposed by the Council and approved by the membership. Dues will be collected annually and members will receive electronic notices requesting payment of dues and 2 additional monthly notices if dues have not been received by the Association. The third notice will place membership (benefits and subscriptions) on hold for an additional three months after which time membership will be suspended. Reactivation of membership will require a written request to the membership committee along with payment of all arrears.

**Section 10.2:** The Executive Council shall, exempt individual members from payment of dues when they are granted senior member status as defined in Section 2.5.

**Section 10.3:** No officer or councilor of the Association shall receive compensation for his services. The President may authorize the payment to any officer or committee member of reasonable reimbursement for expenses incurred on behalf of the Association.

#### **ARTICLE 11: FORFEITURE OF MEMBERSHIP**

**Section 11.1:** Members in arrears will not receive the Journal or mailings from the Secretary-Treasurer's office. If a member remains in default of payment of annual dues for 2 years or more, their membership will be terminated and they will have to reapply for membership.

**Section 11.2:** Unethical conduct of a member may be brought to the attention of the Executive Council for consideration of cancellation of membership.