

**BYLAWS  
OF  
AMERICAN CLINICAL MAGNETOENCEPHALOGRAPHY SOCIETY, INC.,  
A NON-PROFIT CORPORATION**

**ARTICLE I  
ORGANIZATION**

1.1 The name and charitable purposes of the organization shall be as set forth in its Articles of Organization. In addition to the charitable purposes as set forth in the Articles of Organization, the organization may work cooperatively with other national and international magnetoencephalography (MEG), neurology, neurosurgery, and radiology organizations in determining how best to meet the clinical needs of MEG sites within the United States. These Bylaws, the powers of the organization and of its directors and officers, shall be subject to the Articles of Organization as in effect from time to time. The principal office of the organization in the Commonwealth of Massachusetts shall initially be located at the place set forth in the Articles of Organization.

1.2 The organization may have a seal which shall be in such form as the Board of Directors may, from time to time, adopt or amend.

1.3 The organization may at its pleasure by a vote of the Members (as hereinafter defined) change its name.

1.4 The pronoun "he" or "his," when appropriate, shall be construed to mean also "she" or "her" and the word "chairman" shall be construed to include a female.

**ARTICLE II  
MEMBERSHIP**

2.1 Membership in this organization shall be open to those who support the purpose statement of the organization as set forth in the Articles of Organization and meet the qualifications set forth in Section 2.2. Continuing membership is contingent upon being up-to-date on membership dues which shall be paid annually on or before September 1st of each year.

2.2 There shall be three (3) classes of membership in the organization; namely, a Site-Designated Member class, a General Member class and an Associate Member class.

A. "Site-Designated Members" are those individuals so designated by each clinical site that has paid its membership dues. Each site may designate up to 2 members. Only site-designated members are eligible to be members of the Board of Directors".

- B. “General Members” shall include those individuals involved in the clinical use of magnetoencephalography (MEG) alone or in combination with electroencephalograms (EEGs), magnetic resonance imaging (MRI) or computerized axial tomography (CAT) scans and possessing a medical degree (M.D.), a Ph.D. in one of the aforementioned fields, or some equal equivalent degree.
- C. “Associate Members” shall include clinicians, or their clinical assistants, involved with the use of magnetoencephalography (MEG) alone or in combination with electroencephalograms (EEGs), magnetic resonance imaging (MRI) or computerized axial tomography (CAT) scan equipment and students with an interest in any of those fields.

2.3 Individuals wishing to join the membership of this organization for either the General or Associate class of membership shall apply for admission and be nominated by two (2) existing members of the member class for which membership is sought; provided, however, that those individuals identified as directors in the Articles of Organization as originally filed with the Massachusetts Clerk of the Commonwealth shall be automatically admitted into the Member class of this organization without further application. The Membership Committee shall review and recommend either admission or denial into the membership of this organization for each application submitted, after which the entire Board of Directors shall vote to accept or reject the Membership Committee’s recommendation. The vote of the Board of Directors shall be final.

2.4 The dues for each membership class shall be reviewed and set annually by the Board and any proposed changes shall be voted on at the annual membership meeting.

2.5 Only those members who are current on their membership dues and are in the Members class shall be eligible to vote at any annual or special meetings of the membership.

### **ARTICLE III**

#### **MEMBERSHIP MEETINGS**

3.1 The first annual membership meeting of this organization shall be held on August 26, 2006 and thereafter shall be held on such date as determined by vote of the membership at the prior year’s annual membership meeting.

3.2 The Clerk shall cause to be mailed to every member in good standing at its address as it appears in the membership roll book in this organization a notice telling the time and place of such annual meeting.

3.3 Meetings of the membership may be held at such time and place, within or without the Commonwealth of Massachusetts, as shall be stated in the notice of the meeting or in a duly executed waiver of notice thereof. Notices of meetings shall be sent

to all members at their addresses as they appear in the membership roll book at least ten (10) days before the scheduled date set for such meeting. If mailed, notice is given when deposited in the United States mail, postage prepaid, directed to the member at such member's address as it appears on the records of the organization. Without limiting the manner by which notice otherwise may be given effectively to members, any notice to members given by the organization shall be effective if given by a form of electronic transmission consented to by the member to whom the notice is given. Any such consent shall be revocable by the member by written notice to the organization. Any such consent shall be deemed revoked if (1) the organization is unable to deliver by electronic transmission two consecutive notices given by the organization in accordance with such consent and (2) such inability becomes known to the Clerk or an Assistant Clerk of the organization, or other person responsible for the giving of notice; provided, however, the inadvertent failure to treat such inability as a revocation shall not invalidate any meeting or other action.

3.4 The presence of not less than a majority of the Members class shall constitute a quorum and shall be necessary to conduct the business of this organization; but a lesser percentage may adjourn the meeting for a period of not more than four (4) weeks from the date scheduled by these Bylaws and the Clerk shall cause a notice of this scheduled meeting to be sent to all those members who were not present at the meeting originally called. A quorum as herein before set forth shall be required at any adjourned meeting.

3.5 Special meetings of the members may be called by the President when he deems it for the best interest of the organization. Such notice shall state the reasons that such meeting has been called, the business to be transacted at such meeting and by whom it was called. At the request of a majority of the members of the Board of Directors or a majority of the Members class, the President shall cause a special meeting to be called but such request must be made in writing at least ten (10) days before the requested scheduled date.

3.6 No other business but that specified in the notice may be transacted at such special meeting without the unanimous consent of all present at such meeting.

#### **ARTICLE IV** **VOTING**

4.1 When a quorum is present at any meeting, or electronically between meetings, the vote of a majority of the Members class present in person or represented by proxy shall decide any question brought before such meeting, unless the question is one upon which by express provision of the statutes or of the Articles of Organization a different vote is required in which case such express provision shall govern and control the decision of such question.

4.2 Unless otherwise provided in the Articles of Organization or these Bylaws, each member of the Members class shall at every meeting of the membership be entitled to

one (1) vote in person or by proxy, but no proxy shall be voted on after three (3) years from its date, unless the proxy provides for a longer period.

4.3 Unless otherwise provide in the Articles of Organization, any action required to be taken at any annual or special meeting of the membership of the organization, or any action which may be taken at any annual or special meeting of such members, may be taken without a meeting, without prior notice and without a vote, if a consent in writing, setting forth the action so taken, shall be signed by the members of the Members class having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which such members of the Members class were present and voted. Prompt notice of the taking of the action without a meeting by less than unanimous written consent shall be given to those members who have not consented in writing.

## **ARTICLE V**

### **BOARD OF DIRECTORS**

5.1 The business of this organization shall be managed by a Board of Directors consisting of six voting Directors plus the past president who is eligible to vote only in case of ties.

5.2 Only site-designated members will be eligible to serve on the Board. A site-designated member is a member that has been designated as eligible by a site that has paid its site-membership dues.

5.3 Each Board member will serve a three year term. Terms will be staggered accordingly, with new members voted into office during each year's annual business meeting as needed.

5.4 All members will be eligible to vote for the Directors.

5.5 During presidential years, the Board of Directors will internally choose who the next president shall be. The presidential term shall be three years, starting from the date of appointment.

5.6 The Board shall appoint, on an annual basis, a Treasurer and Clerk from among the current board members.

5.7 An individual may serve only one term as president. Members of the Board may serve two consecutive terms, if so voted by the general membership.

5.8 The Board of Directors shall have the control and management of the affairs and business of this organization. Such Board of Directors shall only act in the name of the organization when it shall be regularly convened by its president after due notice to all the directors of such meeting.

5.9 A majority of the members of the Board of Directors shall constitute a quorum and the meetings of the Board of Directors shall be held regularly as such dates and times as the Board of Directors may determine, but no less than quarterly. The Board of Directors may hold meetings, both regular and special, either within or without the Commonwealth of Massachusetts.

5.10 Each active director shall have one (1) vote and such voting may not be done by proxy. The past-president will cast the deciding vote in the case of a tie.

5.11 Special meetings of the Board may be called by the President on five (5) days' notice to each director by mail or forty-eight (48) hours notice to each director either personally or by electronic means of communications, including electronic mail and facsimile transmission; special meetings shall be called by the President or Clerk in like manner and on like notice on the written request of one (1) director.

5.12 Unless otherwise restricted by the Articles of Organization or these Bylaws, any action required or permitted to be taken at any meeting of the Board of Directors or of any committee thereof may be taken without a meeting, if all members of the Board or committee, as the case may be, consent thereto in writing, and the writing or writings are filed with the minutes or proceedings of the Board or committee.

5.13 Unless otherwise restricted by the Articles of Organization or these Bylaws, members of the Board of Directors, or any committee designated by the Board of Directors, may participate in a meeting of the Board of Directors, or any committee, by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and such participation in a meeting shall constitute presence in person at the meeting.

5.14 Unless otherwise restricted by the Articles of Organization or these Bylaws, any director may be removed, with or without cause, by a majority of the members entitled to vote on such directorship. Any director may resign at any time by giving written notice of resignation to the Board of Directors, to the President or to the Clerk. Any such resignation shall take effect upon receipt of such notice or at any later time specified therein. Unless otherwise specified in the notice, the acceptance of a resignation shall not be necessary to make the resignation effective.

5.15 Vacancies in the Board of Directors shall be filled by the members entitled to vote on such directorship.

## **ARTICLE VI** **OFFICERS**

6.1 The officers of the organization shall be chosen by the Board of Directors and shall be a President, a Clerk and a Treasurer, all of whom shall be site-designated Members. The Board of Directors may also choose one or more Assistant Clerks and

Assistant Treasurers. Any number of offices may be held by the same person, unless the Articles of Organization or these Bylaws otherwise provide.

6.2 The Board of Directors at its first meeting after each annual meeting of the membership shall choose a Clerk and a Treasurer from those members of the Board of Directors, and may elect one or more Assistant Clerks and Assistant Treasurers as the Board of Directors shall deem to be in the organization's best interests. Presidential appointments are for three (3) years.

6.3 The Board of Directors may appoint such other officers and agents as it shall deem necessary who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board.

6.4 No officer shall for reason of his office be entitled to receive any salary or compensation, but nothing herein shall be construed to prevent an officer or director from receiving any compensation from the organization for duties other than as a director or officer.

6.5 The officers of the organization shall hold office until their successors are chosen and qualify. Any vacancy occurring in any office of the organization shall be filled by the Board of Directors. Any officer elected or appointed by the Board of Directors may be removed at any time by the affirmative vote of a majority of the Board of Directors. Any officer may resign at any time by giving written notice of resignation to the Board of Directors, to the President or to the Clerk. Any such resignation shall take effect upon receipt of such notice or at any later time specified therein. Unless otherwise specified in the notice, the acceptance of a resignation shall not be necessary to make the resignation effective.

6.6 The President shall be the chief executive officer of the organization, shall have general and active management of the business of the organization and shall see that all orders and resolutions of the Board of Directors are carried into effect. The President shall preside at all meetings of the membership and of the Board of Directors at which he is present. The President shall have all powers and duties usually incident to the office of the President except as specifically limited by a resolution of the Board of Directors. The President shall have such other powers and perform such other duties as may be assigned to him from time to time by the Board of Directors.

6.7 The Clerk shall attend all meetings of the Board of Directors and all meetings of the membership and record all the proceedings of the meetings of the organization and of the Board of Directors in a book to be kept for that purpose and shall perform like duties for the standing committees when required. He shall give, or cause to be given, notice of all meetings of the membership and special meetings of the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors or President, under whose supervision he shall be. He shall have custody of the corporate seal of the organization and he, or an Assistant Clerk, shall have authority to affix the same to any instrument requiring it and when so affixed, it may be attested by his signature or by the

signature of such Assistant Clerk. The Board of Directors may give general authority to any other officer to affix the seal of the organization and to attest the affixing by his signature.

6.8 The Assistant Clerk, or if there be more than one, the Assistant Clerks in the order determined by the Board of Directors (or if there be no such determination, then in order of their election) shall, in the absence of the Clerk or in the event of his inability or refusal to act, perform the duties and exercise the powers of the Clerk and shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe.

6.9 The Treasurer shall have the custody of the corporate funds and shall keep full and accurate accounts of receipts and disbursements in books belonging to the organization and shall deposit all monies and other valuable effects in the name and to the credit of the organization in such depositories as may be designated by the Board of Directors. He shall disburse the funds of the organization as may be ordered by the Board of Directors, taking proper vouchers for such disbursements, and shall render to the President and the Board of Directors, at its regular meetings, or when the Board of Directors so requires, an account of all his transactions as Treasurer and of the financial condition of the organization. He shall exercise all duties incident to the office of Treasurer.

6.10 The Assistant Treasurer, or if there shall be more than one, the Assistant Treasurers in the order determined by the Board of Directors (or if there be no such determination, then in the order of their election) shall, in the absence of the Treasurer or in the event of his inability or refusal to act, perform the duties and exercise the powers of the Treasurer and shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe.

## **ARTICLE VII** **COMMITTEES**

7.1 The Board of Directors may create committees as needed, such as executive, audit, and public relations. There shall be one standing committee – the Membership Committee. Except for members of the Membership Committee, membership in any committee created by the Board of Directors may contain such numbers of Members and Associate Members as the Board of Directors may reasonably determine.

7.2 No less than three (3) directors of the Board of Directors shall be appointed by the Board of Directors and shall serve as the members of the Membership Committee.

7.3 The Membership Committee shall have responsibility for reviewing applications for admission and making recommendations with respect such applications to the full Board of Directors.

## **ARTICLE VIII**

## **GENERAL PROVISIONS**

### **CHECKS**

8.1 All checks or demands for money and notes of the organization shall be signed by such officer or officers or such other person or persons as the Board of Directors may from time to time designate.

### **FISCAL YEAR**

8.2 The fiscal year of the organization shall be fixed by resolution of the Board of Directors.

### **BOOKS AND RECORDS**

8.3 The books of the organization shall be kept at such place as the Board of Directors shall designate by resolution.

## **ARTICLE IX**

### **INDEMNIFICATION; LIMITATION ON LIABILITY**

9.1 Each director and officer of the organization shall be indemnified to the fullest extent now or hereafter permitted by law in connection with any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was a director or officer of the organization or is or was serving at the request of the organization as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise. Without limiting the generality of the foregoing, the organization shall indemnify each person within the scope of the foregoing to the extent to which it is given the power to do so by Section 8.56 of the Massachusetts Business Corporations Act of the Commonwealth of Massachusetts as in effect on the effective date of these Bylaws or as thereafter amended. To the extent permitted by applicable law, the organization shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the organization, or is or was serving at the request of the organization as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity or arising out of his status as such whether or not the organization would have the power to indemnify him against such liability under applicable law.

9.2 A director of the organization shall not be personally liable to the organization or its members for monetary damages for breach of fiduciary duty as a director except for liability (i) for any breach of the director's duty of loyalty to the organization or its members, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 8.56 of the Massachusetts Business Corporations Act of the Commonwealth of Massachusetts, as the same exists or

hereafter may be amended, or (iv) for any transaction from which the director derived an improper personal benefit. If the Massachusetts Business Corporations Act hereafter amended to authorize the further elimination or limitation of the liability of directors, then the liability of a director of the organization, in addition to the limitation on personal liability provided herein, shall be limited to the fullest extent permitted by the amended Massachusetts Business Corporations Act. Any repeal or modification of this Article IX by the members of the organization shall be prospective only, and shall not adversely affect any limitation on the personal liability of a director of the organization existing at the time of such repeal or modification.

## **ARTICLE X** **AMENDMENTS**

10.1 These Bylaws may be altered, amended, repealed or added to by an affirmative vote of not less than a majority of the members entitled to vote thereon.