

**BYLAWS OF  
AMERICAN NEUROMUSCULAR FOUNDATION**

**REVISION: May 2019**

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**ARTICLE I  
Name and Seal**

**Section 1. Name.** The name of the corporation is the American Neuromuscular Foundation (“Foundation”).

**Section 2. Seal.** The Foundation has no corporate seal.

**ARTICLE II  
Offices and Registered Agent**

**Section 1. Principal Office.** The principal office of the Foundation is 2621 Superior Dr NW, Rochester MN, 55901.

**Section 2. Registered Office.** The Foundation shall have and continuously maintain a registered office in the state of Minnesota (which may be identical with the principal office).

**Section 3. Other Offices.** The Foundation may have such other office or offices, at such suitable place or places within or without the state of Minnesota, as the Board of Directors may from time to time determine as necessary or desirable.

**ARTICLE III  
Mission**

The Foundation supports vital research & education to discover causes, improved treatments in neuromuscular and musculoskeletal diseases impacting the peripheral nervous system.

**ARTICLE IV  
Purpose & Management**

**Section 1. Purpose.** The Foundation's activities shall be in furtherance of the purposes set forth in section 509(a) (3) (A) of the United States Code (“Code”); that is, the Foundation is organized and at all times shall be operated exclusively for the benefit of, to perform the functions of, and/or to carry out the charitable, educational, and scientific activities and purposes of "The American Association of Neuromuscular & Electrodiagnostic Medicine" (hereinafter "AANEM"), so long as AANEM is exempt from federal income taxation under section 501(a) of the Code as an organization described in section 501(c)(6) of the Code, and as long as AANEM meets the public support test of section 509(a) (2) of the Code. The Foundation shall not engage in activities which are not in furtherance of the Foundation’s purposes, as described in Article III, and is not empowered to operate to support or benefit any organization other than AANEM pursuant to the provisions of the Articles of Incorporation.

**Section 2. Funds & AANEM.** The Foundation may pay over its income and principal to AANEM or use its income and principal to carry on activities or programs which support or benefit AANEM: may engage in fund raising activities for AANEM or for its supporting programs; and subject to the limitations set forth above, may receive and maintain a fund or funds of real or personal property or both, and subject to the restrictions and limitations hereinafter set forth, use and apply the whole or any part of the income therefrom and the principal thereof exclusively for the charitable, educational, and scientific activities and purposes of AANEM.

**Section 3. Control.**

- a. AANEM shall have common majority supervision and control over the Foundation to ensure that it will be responsive to the charitable, educational, and scientific needs and requirements of AANEM; and the

majority control or management of the Foundation must be vested in the same persons that control or manage AANEM. No organization other than AANEM (and the Board of this Foundation) shall have the right to appoint or vote for directors.

- b. The Foundation shall be supervised or controlled in connection with (within the meaning of section 509(a) (3) (B) of the Code) AANEM, and will not be controlled, directly or indirectly, by one or more other individuals or disqualified persons other than AANEM and the Foundation managers all within the meaning of section 509(a) (3) and section 4946 (as to definition of disqualified persons) of the Code and the regulations thereunder. The Foundation Board can appoint by majority vote up to four (4) other Directors to serve on the Foundation Board that are not on the AANEM Board; however, the AANEM Directors who also serve as Foundation Directors must at all times constitute a majority of the Foundation Board.

**Section 4. Policies.** The Board of Directors may adopt policies, which may be amended or revised from time to time, but shall not be inconsistent with the Articles of Incorporation or these Bylaws.

**Section 5. Audit.** At the end of each fiscal year, the Foundation accounts shall be audited by a firm of disinterested public accountants. The report of the audit shall be submitted to the Board of Directors.

## **ARTICLE V Membership**

The Foundation shall not have members.

## **ARTICLE VI Board of Directors**

**Section 1. Powers.** There shall be a Board of Directors of the Foundation, which shall manage, supervise and control the business, property and affairs of the Foundation, except as otherwise expressly provided by law, the Articles of Incorporation of the Foundation, or these Bylaws.

**Section 2. Number and Qualifications.** The Board of Directors shall be composed as follows:

- a. The members of the AANEM Board of Directors shall also serve as members of the Foundation Board of Directors (“Regular Directors”).
- b. The Foundation Board may appoint up to four (4) additional voting Directors (“Appointed Directors”) who do not serve as an AANEM officer or Director. Appointed Directors may be members of the public or AANEM members. Appointed Directors shall be elected by a two-thirds vote of all of the Board members.
- c. The Foundation officers shall serve as voting members of the Board.
- d. The Foundation Executive Director and the AANEM Historian shall serve as ex officio, non-voting members of the Board.

**Section 3. Election/Removal/Resignation, and Vacancies.**

- a. Regular Directors shall take office at the time of the elections of AANEM Directors and shall serve a term of office that is the same as their term as AANEM Directors. The method of removal and resignation of directors, and the filling of vacancies for Regular Directors shall be conducted in the manner provided for in the AANEM Bylaws.
- b. Appointed Directors shall serve for a three (3)-year term, which may be renewed consecutively for one additional three (3)-year term. Appointed Directors may be removed from office by the affirmative vote of two-thirds of all of the Board members whenever, in their judgment, the removal will serve the best interests of the Foundation. Vacancies will be filled by an affirmative vote of two-thirds of all the Board members.

**Section 4. Regular Meetings.** A regular annual meeting of the Board of Directors of the Foundation shall be held each year, at such time, day and place as shall be designated by the Board of Directors, for the purpose of transacting business. The Board of Directors may hold additional regular meetings as determined by the Board.

**Section 5. Special Meetings.** Special meetings of the Board of Directors may be called at the direction of the President of the Foundation or by a majority of the Directors then in office, to be held at such time, day and place as stated in the notice of the meeting.

**Section 6. Notice.** Notice of the time, day and place of any meeting of the Board of Directors shall be given at least five (5) (but not more than thirty (30)) days prior to the meeting. The purpose or purposes for which a special meeting is called shall be stated in the notice. Any director may waive notice of any meeting by a written statement executed either before or after the meeting. Attendance at a meeting shall constitute a waiver of notice, except where attendance is for the express purpose of objecting to the call or convening of the meeting.

**Section 7. Quorum.** A majority of the Directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, except if less than a quorum of directors is present at such meeting.

**Section 8. Manner of Acting.** Except as otherwise expressly required by law, the Articles of Incorporation of the Foundation, or these Bylaws, the affirmative vote of a majority of the Directors present and voting at any meeting of the Board of Directors at which a quorum is present shall be the act of the Board of Directors.

**Section 9. Actions Taken without a Meeting.** Action taken by the Board of Directors without a meeting is nevertheless Board action if written consent to the action in question is signed, or consented to by authenticated electronic communication, by the greater of two-thirds of all of the Directors or the number of Directors that would be required to take the same action at a meeting of the Board of Directors at which all Directors were present.

**Section 11. Conflict of Interest.** Each Director and committee member of the Foundation shall disclose, in good faith, any conflict of interest which may interfere with their disinterested participation in the affairs of the Foundation. At any meeting, when any contract or other transaction or matter is under consideration, concerning which any Director(s) or committee member(s) have a conflict of interest, the transaction or other matter shall be managed in accordance with applicable law and Foundation policy.

**Section 12. Meetings by Remote Communication.** All or some of the directors may meet by a means of remote communication through which the directors may simultaneously hear or otherwise communicate with each other during the meeting, if with 2 days' notice is given of the meeting and if the number of directors participating in the conference is a quorum. Participation in a meeting by this means is personal presence at the meeting.

**Section 13. Compensation.** No director shall receive any compensation for services rendered in such capacity, except for the reimbursement of actual travel, lodging, or other expenses incurred in the performance of the duties of the director.

## **ARTICLE VII**

### **Officers**

**Section 1. Officers.** The AANEM officers, including the AANEM President, Immediate Past President, President-Elect, and a Secretary-Treasurer, shall serve in the same positions for the Foundation. No person may hold more than one office at any time, except one person may serve as both Secretary and Treasurer.

**Section 2. Election of Officers.** The Foundation officers shall take office at the time of the elections of the officers of AANEM.

**Section 3. Term of Office.** The officers of the Foundation shall be installed at the AANEM annual meeting at which they are elected and shall hold office for the same length of term as the AANEM officers.

**Section 4. Removal, Resignation, Vacancies.** The method of removal and resignation of officers, and the filling of vacancies for officers shall be conducted in the manner provided for in the AANEM Bylaws.

**Section 5. President.** The President presides at all Board meetings. He or she shall appoint the chairs of any committees created during his or her term as President unless otherwise directed by the Board and perform such other duties and exercise all powers that are by law or customary parliamentary practice incident to the office of president, as well as such other duties as may be prescribed by the Board of Directors from time to time.

**Section 6. President Elect.** The President-Elect shall, in the absence of the President, perform the duties pertaining to that office. In the event that the President, for any reason, wishes to relinquish the gavel during a meeting of the Board of Directors, or Executive Committee, the President-Elect will preside. The President-Elect shall also appoint chairs of all committees authorized in the Bylaws to serve during his or her term in office as President.

**Section 7. Immediate Past President.** The Immediate Past President-Elect shall perform duties as assigned by the President or the Board of Directors.

**Section 8. Secretary-Treasurer.** The Secretary-Treasurer subject to the overall guidance and supervision of the Board of Directors, oversee the general business and affairs of the Foundation and shall perform all duties and exercise all powers that are by law or customary parliamentary practice incident to the office of President, as well as such other duties as may be assigned by the President or the Board of Directors. The Secretary-Treasurer reviews the minutes of any meeting, reviews the financial statements, and sits on the AANEM Finance Committee. The Secretary-Treasurer oversees the Executive Director.

**Section 9. Executive Director.** The Executive Director of the AANEM shall serve as the Foundation Executive Director. The majority of the Board may vote to employ a different Executive Director with the approval of the AANEM Board of Directors. The duties of the Executive Director are outlined in the job description for the Executive Director.

## **ARTICLE VIII Committees**

**Section 1. Standing Committees.** The Board of Directors may establish or terminate standing, special, or ad hoc committees of the Foundation as the Board determines necessary. Unless otherwise described in these Bylaws, the President shall appoint and may remove the members of each standing, special, or ad hoc committee. Standing committees include:

- a. **Executive Committee.** The Executive Committee shall include the President, Immediate Past-President, Secretary-Treasurer, and President-Elect. The President of the Board shall be the Chair of the Executive Committee. Meetings may be conducted in person or by means of remote communication. The day-to-day affairs of the Foundation may be supervised by the Executive Committee between meetings of the Board of Directors.. The Executive Committee shall have and exercise all the powers and perform all of the duties commonly vested in the Board of Directors, subject to the following limitations: the Executive Committee shall not have the authority of the Board of Directors in reference to amending, altering or repealing these Bylaws; electing, appointing or removing any member of any such committee or any Director or officer of the Foundation; amending the Articles of Incorporation of the Foundation; adopting a plan of merger or adopting a plan of consolidation with another Foundation; authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the Foundation; authorizing the voluntary dissolution of the Foundation or revoking proceedings therefore; adopting a plan for the distribution of the assets of the Foundation; or amending, altering or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered or repealed by such committee. The Executive Committee shall report its activity to the Board.

b. **Research Committee.** The President-Elect shall appoint members to the Research Committee for the year he or she serves as President. The Research Committee will make recommendations to the Board of

Directors regarding the research funding priorities of the Foundation, including which research projects should be funded by the Foundation. **Section 2. Other Committees.** The Board of Directors may create such other committees as they shall from time to time deem appropriate, such committees to have the power and duties designated by the Board of Directors; provided that no such committee shall have and exercise the authority of the Board of Directors in the management of the Foundation. The President shall appoint the chair and members of the committees unless otherwise directed by the Board.

**Section 3. Appointments/Terms.** Committee appointments are made and vacancies filled in a manner determined by the Board of Directors and for the term determined by the Board.

**Section 4. Quorum.** A majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

**Section 5.** All committees possess advisory powers only, except in cases where power to act is expressly delegated by the Board of Directors

## **ARTICLE IX Contracts, Checks, Deposits and Funds**

**Section 1. Contracts.** The President, Secretary-Treasurer, and Executive Director are authorized to execute contracts on behalf of the Foundation, subject to policies established by the Board of Directors.

**Section 2. Checks. Drafts. etc.** All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Foundation, may be signed by President, Secretary-Treasurer, or Executive Director in accordance with the policies established by the Board.

**Section 3. Deposits.** All funds of the Foundation shall be deposited and invested per the policies established by the Board.

**Section 4. Gifts.** The Board of Directors may accept on behalf of the Foundation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Foundation.

## **ARTICLE X Miscellaneous**

### **Section 1. General Fiscal Provisions.**

- a. Any action to sell, lease, transfer, distribute, grant a security interest in or otherwise transfer all or substantially all of the Foundation's property or assets shall be approved by the affirmative vote of two-thirds of all of the members of the Board of Directors and in compliance with applicable legal requirements.
- b. The fiscal year of the Foundation is the calendar year.

## **Section 2. Indemnification; Insurance.**

- a. The Board of Directors may exercise the full extent of the powers which the Foundation has under Minnesota law, as that law exists from time to time, to indemnify its directors, officers, committee members, representatives to other organizations, councilors, employees and agents for financial obligations or other liabilities incurred by reason of the fact that they are or were Directors, officers, committee members, representatives to other organizations, councilors, employees, or agents of the Foundation or are or were serving at its request or by its election as a member, Director or officer of another corporation or organization; provided that no such indemnification shall be available to any otherwise eligible indemnitee for any financial obligations or other liabilities that arise out of the indemnities own gross negligence, fraud, or willful, reckless or intentional misconduct. For this purpose, "financial obligations", shall include attorneys' fees, judgments, fines, amounts paid in settlement and amounts otherwise reasonably incurred. The Board of Directors may make advances against those financial obligations upon terms that it determines in accordance with, and to the full extent permitted by, any applicable law. The Foundation may to the full extent of Minnesota law, as that law exists from time to time, purchase and maintain insurance on behalf of anyone who is or was a Director, officer, committee or task force member, representatives to other organizations, councilors, employees and agents against any liability asserted against such person in any such capacity.
- b. The rights of indemnification provided in this section shall not limit, but shall be in addition to, any other rights to which such Director, officer, employee or agent may otherwise be entitled by contract, law or statute, or otherwise; and in the event of such person's death, such rights shall extend to such person's heirs, legal representatives, or successors. The foregoing rights shall be available whether or not such person continues to be a director, officer, employee or agent at the time of incurring or becoming subject to such liability and expenses, and whether or not the claim asserted against such person is based upon matters which antedate the adoption of this section. The Foundation, its Directors and officers, shall be fully protected in making any determination under this section, or in making or refusing to make any payment under this section, in reliance upon the advice of counsel.
- c. If any provision of this section shall for any reason be determined to be invalid, the remaining provisions hereof shall not be affected thereby but shall remain in full force and effect.

**Section 3. Severability.** Any determination that any provision of these Bylaws is, for any reason, inapplicable, illegal, or ineffective shall not affect or invalidate any other provision of these Bylaws.

**Section 4. Notice.** Whenever under the provisions of these Bylaws, the Articles of Incorporation of the Foundation or statute, notice is required to be given to a director, committee member, or officer, such notice shall be given in writing, by first-class, certified, or registered mail or by express delivery service, with postage or express delivery charges thereon prepaid, to such person at his or her address as it appears on the records of the Foundation. Such notice shall be deemed to have been given when deposited in the United States mail or delivered to the express delivery service. Notice may also be given by email, facsimile, telegram, telecopy, telex, or telephone, and will be deemed given when received.

**Section 5. Books and Records.** The Foundation shall keep correct and complete books and records and shall also keep minutes of the proceedings of its Board of Directors, and shall keep at its registered or principal office a record giving the names and addresses of the members of its Board of Directors.

**Section 6. Loans to Directors and Officers.** No loans shall be made by the Foundation to its directors, officers, or employed staff (advancement of time off is not considered a loan for purposes of this section).

**Section 7. Bonding.** The Board may require officers, agents, or employees to give security for the faithful performance of their duties.

**Section 8. Governing Law.** These Bylaws and the policies of the Foundation, and any disputes involving the Foundation's Bylaws and policies, shall be construed according to, and governed by, the law of the State of Minnesota.

**ARTICLE XI**  
**Amendments**

The Bylaws or the Articles of Incorporation may be altered, amended, or repealed or new Bylaws may be adopted at any regular or special meeting of the Board of Directors by the affirmative vote of two-thirds of all of the voting members of the Board. The notice of the meeting shall state that one of the purposes of the meeting is to consider a proposed amendment to the Articles of Incorporation or Bylaws and shall contain a copy or summary of the amendment.

These Bylaws were duly adopted by the Foundation Board on May 8 via email vote which was ratified in a meeting on October 15, 2019 which prior notice was duly given.

Holli Horak, MD  
AANEM Secretary Treasurer, 2019