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Member at Large
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Member at Large

Bylaws of the Hawaii Neurological Society
Amended 11/20/2008
Amended 01/27/2011

Article I - Name

The organization shall be named Hawaii Neurological Society.

Article II - Purpose

The purpose of the organization is to provide a venue and certain means to foster continued growth of the knowledge of Neurology, to increase clinical research, to facilitate health literacy, to improve patient outcomes, to assure patient safety, and to assist advocacy.

Article III - Members and Other Participants

A. Members. Any physician who has successfully completed an accredited neurology training program and resides or practices in the State of Hawaii may be a member of the Hawaii Neurological Society (hereinafter abbreviated HNS). (*previously: Any member of the American Academy of Neurology that resides in Hawaii may be a member of the Hawaii Neurological Society*)

B. Other participants. Nonmembers of the HNS may attend meetings but will not have voting rights.

Article IV - Board of Directors

A. Board Membership. The Board of Directors shall be composed of not less than eight members (up to five of whom shall be officers) and not more than ten members. Officers will be considered members of the board of directors. The number of members of the Board of Directors may be increased or decreased at any meeting. The members of the Board of Directors shall be volunteers and shall receive no compensation. Board members may be reimbursed for actual expenses incurred by such a Board member in the performance of his/her duties as a Board member.

B. Appointment of Board Member. The members will elect members of the Board of Directors. A Board member shall serve a term of two years but may serve consecutive terms.

C. Duties. The duties of the Board of Directors shall be to conduct the business of the Society. The duties are listed below:

- * Establish and direct the overall policies of the Society
- * Oversee the implementation of progress consistent with carrying out the purpose of the Society

* Plan and monitor the fiscal health of the Society

D. Meetings.

A. The Board of Directors shall meet at least two times per year. Failure of any board member to receive actual notice of a meeting shall in no way invalidate the meeting or any proceedings at which a quorum is present.

B. The *President* may call special meetings for a specific purpose that cannot wait for the next regular Board meeting. Special meetings may also be called by a written request by three (3) or more Board members. A notice of any special meeting shall state the time and place of such a meeting and the purpose thereof. No business shall be transacted at a special meeting except as stated in the notice.

C. Members of the Board of Directors may participate in a meeting of the Board by means of a conference telephone or similar communication equipment of which all personal participating in the meeting can simultaneously hear each other. Participation by this means shall constitute as presence in person at the meeting.

E. Resignation and Removal. A Board member may resign at any time by delivering written notice to the Board of Directors, or to the President of the Board. A resignation is effective when the notice is delivered unless the notice specifies a later effective date. At any annual or special meeting called expressly for that purpose, the Board members may remove one or more Board members upon a 3/4ths majority vote.

F. Quorum. A quorum of the Board of Directors shall consist of 50% members of the Board.

G. Ratification. Ratification or approval for all actions of the Board shall be determined by a majority vote of the Directors with a quorum present.

Article V- Members Meetings

A. Annual Business Meeting. There shall be an annual business meeting of the Executive Committee of the HNS. There shall also be an annual business meeting of the general membership for the purpose of conducting business that should come before the member, electing directors, and sending proposals as the organization may deem necessary to the American Academy of Neurology.

B. Special Meetings. Special meetings may be called by the President at the request of a majority of the Executive Committee.

C. Quorum. The President will declare a quorum present when at least eight members are in attendance at the meeting. The decision of a majority of the members in attendance shall constitute an act of the organization.

D. Minutes. Minutes and records of the meetings and proceedings of the organization and its committees shall be recorded by the Secretary of the Society.

E. Proxy and Absentee Voting. A member who is unable to attend a meeting may, in writing, authorize (1) another member to submit proxy votes for the absent member on any issue during the meeting, or (2) the President to register the absent member's vote on specific issues in writing.

F. At the discretion of the Executive Committee, the President may poll the members by mail or e-mail for voting purposes, but not alter the by-laws. The President or President Elect may break tie votes.

Article VI - Officers

A. Officers. A President, President-Elect, Past President, Secretary and Treasurer will be the officers of the organization. The Officers shall be elected by the Directors for a 2 year term and the President may not be re-elected to the same office for two consecutive terms. No officer may occupy two positions simultaneously.

B. Duties. The President shall preside at meetings of the organization, the Directors meeting, or Executive Committee and shall appoint such committees as are necessary for the conduct of the business of the organization. The President-Elect will assume the responsibility of the President if the President is absent.

C. Election of Officers. Election of officers by Directors shall take place *bi-annually* at the annual business meeting. Nominations may be placed by the Executive Committee or be received from the floor.

D. Vacancies. If the President's position becomes vacant, the President-Elect shall automatically assume the position of President; if another position becomes vacant the President shall appoint a member to temporarily fill that position until such time as the Board of Directors can elect a new member to that position. If the officer has occupied an office for less than a full term, the officer may be elected to the same position the following year.

Article VII - Executive Committee

A. Members. The Executive Committee shall consist of the Officers, the Committee Presidents, and three members at large.

B. Duties. The Executive Committee shall conduct the affairs of the organization between regular meetings. The Executive Committee shall also approve the President

and member of all committees.

C. Vacancies. Any vacancy of the Executive Committee may be filled by appointment by the President.

D. Quorum. One-half of the Executive Committee members shall constitute a quorum.

E. Actions in Absence of Meeting. Any action that the Executive Committee could take at a meeting may be taken by a written action approved by a majority of the Executive Committee.

Article VIII - Dues

A. The annual dues for membership in the Hawaii Neurological Society shall be determined by the Executive Committee. Retired members or members still in training will not have an annual due. However, they will also not have voting privileges.

Article IX - Proposed Changes in the Bylaws

A. Proposed changes in the Bylaws will be submitted in writing to the Executive Committee at least 60 days prior to the annual meeting. If approved by the Executive Committee, the proposed changes will be submitted to the members for approval.

Article X - Standing and Ad Hoc Committees

a. The President, with the approval of the Executive Committee, may establish committees as needed.

Note: At the 11/20/08 Business meeting, the above amended bylaws were approved by majority vote pending also legal review.

Article XI – Distribution of remaining assets in the event of dissolution of the organization

a. In the event of dissolution of the organization the remaining assets will be distributed to the University of Hawaii School of Medicine (or to a similar non-profit organization based in Hawaii) for the purpose of promoting education in the field of neurology. **(Article XI accepted as amendment to the bylaws by majority vote of a quorum of members at business meeting 01/27/2011)**