

**AMERICAN ASSOCIATION OF
NEUROMUSCULAR & ELECTRODIAGNOSTIC MEDICINE**
(Formerly the American Association of Electrodiagnostic Medicine)

BYLAWS
Revised September 16, 2011

ARTICLE 1.0 MEMBERSHIP

The term "eligible physicians" is defined as "physicians with an M.D., D.O., or international equivalent degree."

Section 1.1 Classes of Members

The categories of membership in the American Association of Neuromuscular & Electrodiagnostic Medicine ("AANEM" or "association") are: Fellow, Active, Honorary, Junior, Emeritus, Associate, Research, Collaborator and Technologist. Membership is open to all eligible individuals regardless of age, race, creed, national origin, sex, or handicap.

Section 1.2 Rights

Only Fellow, Active and Research members shall have the right to vote, and they are hereinafter collectively referenced as "voting members." Only Fellow and Active members shall have the right to hold office. All membership categories may participate on and chair committees.

Section 1.3 Membership Applications

Membership applications must be complete and accurate and must be signed and affirmed as such by the applicant. Physician applicants residing in North America must have an unexpired medical license. If a licensing board governs the nonphysician group, applicants must have an unexpired license for their field. Applications are to be processed and reviewed by the Executive Office for determination as to eligibility for membership. Candidates who meet all necessary qualifications for membership, as described in Sections 1.4 through 1.11 and 10.1 through 10.2, shall be approved for membership. Any applicant for membership can be denied membership for reasons including but not limited to the actions listed in 10.2. Applicants denied membership may appeal the decision through procedures as approved by the Board of Directors.

Section 1.4 Honorary

Honorary members shall be physicians or scientific investigators who are active in clinical practice or research. Nomination must be unanimously approved by the Board of Directors before being presented to the members at the Annual Business Meeting. Honorary membership is an honor bestowed upon a non-member who is recognized as a major contributor in a field impacting on electrodiagnosis, neurophysiology, or neuromuscular disease by virtue of teaching, research, and scholarly publications. Election shall be by a three-quarters vote of voting members present at the Annual Business Meeting.

Section 1.5 Fellow

Fellow members shall be eligible physicians who practice, or have retired from active practice of diagnosing and treating patients with disorders of muscle and nerve. They must be certified by the American Board of Electrodiagnostic Medicine or have been an active member of the American Association of Electromyography and Electrodiagnosis on December 31, 1988. Fellow members with time-limited certificates must maintain their certificate according to rules established by American Board of Electrodiagnostic Medicine to continue as a Fellow.

Section 1.6 Active

Active members shall be eligible physicians who practice, or are interested in disorders of muscle and nerve, and who are a Diplomate of a Member Board of the American Board of Medical Specialties (ABMS) or Canadian equivalent or a Diplomate of an approved Board of the American Osteopathic Association. Active members with time-limited certificates must be recertified prior to expiration of the primary board certificate to continue as an Active member.

Section 1.7 Associate

Associate members shall be eligible physicians who practice, or are interested in disorders of muscle and nerve, and who are not a Diplomate of a Member Board of the American Board of Medical Specialties (ABMS) or Canadian equivalent.

Section 1.8 Junior

Junior members shall be individuals who are in a residency program or a fellowship program. Junior membership shall cease when the residency or fellowship program is completed.

Section 1.9 Emeritus

Emeritus members shall be former members (excluding Honorary) who, upon request to the Executive Office, may be transferred to this category at the time of withdrawal from active practice or upon reaching the age of 65.

Section 1.10 Research/Collaborator

Research members shall be nonphysicians who are a PhD investigator, engineer, holder of a master's degree, or a graduate student enrolled in a PhD degree program who are currently active in neuromuscular or electrodiagnostic research. A collaborator is a nonphysician provider who does not and will not perform or interpret needle EMG studies or interpret NCSs that works in collaboration with a neurologist or physiatrist to treat patients with neuromuscular diseases. Research/Collaborator members must receive a letter of support from a Fellow member of the AANEM and meet other eligibility requirements established by the Board.

Section 1.11 Technologist

Technologist members shall be nonphysicians who are contributing to the clinical practice of electrodiagnostic and/or neuromuscular medicine and who do not and will not perform or interpret needle EMG studies or interpret NCSs. Technologists performing NCSs must be under the direction of a neurologist or physical medicine and rehabilitation physician. Technologist members must receive a letter of support from a Fellow or Active member of the AANEM and must agree to meet other eligibility requirements established by the Board.

Section 1.12 Membership Certificates

Upon approval, all applicants shall receive a certificate of membership in the Association.

Section 1.13 Expulsion

Members determined to no longer meet eligibility requirements shall be notified that a recommendation will be made to the Board of Directors to terminate their membership in the association. The member will be provided an opportunity to refute the recommendation in writing or according to procedures described in the *AANEM Disciplinary Policies and Procedures* as established by the AANEM Board of Directors and as modified from time to time.

Section 1.14 Reinstatement of Membership

Individuals who have been dropped from membership for nonpayment of dues may reapply for membership by following procedures as outlined in Section 1.3 and paying back dues owing the association. Members that are reinstated by the second method will be shown on the information list prepared for the membership.

ARTICLE 2.0 FEES AND DUES

Section 2.1 Setting Dues

The Board of Directors annually shall set the annual dues and other fees for the succeeding fiscal year for each class of membership.

Section 2.2 Collecting Dues

A discount may be provided based on guidelines established by the Board of Directors. Members will be automatically terminated for nonpayment of dues based on guidelines established by the Board of Directors.

Section 2.3 Abating Dues

Members temporarily unable to pay dues because of financial difficulties may be excused from full payment of those dues based on guidelines established by the Board of Directors.

ARTICLE 3.0 MEMBERS' MEETINGS

Section 3.1 Regular Annual Meetings

The corporation shall hold a regular meeting of members annually. The specific time and place will be designated by the Board of Directors. Each annual meeting shall have two parts: (a) a business meeting and (b) an educational, scientific and social program arranged by a program committee.

Section 3.2 Special Meetings

Subsection 3.2.1 Who May Call

A special meeting of members may be called by any of the following: (a) the Board of Directors, (b) the Board's Executive Committee, or (c) any voting member, if the Board fails to call or hold a special meeting within 90 days after a written demand for such meeting [also stating the purpose] is delivered to the President or Secretary-Treasurer signed by the lesser of (i) 50 voting members or (ii) ten percent of the voting members.

Subsection 3.2.2 Place

Special meetings *demanded by members* must be held in Olmsted County, Minnesota. Special meetings called by the Board of Directors or its Executive Committee may be held *either* in or out of Minnesota.

Subsection 3.2.3 Limited Purposes

Notices of special meetings must state the purpose(s) of the meeting. The business transacted at a special meeting is limited to the purpose(s) stated in the notice.

Section 3.3 Notices of Meetings

Notices of business meetings shall be given to all voting members no than ninety days before the date of the meeting. Notice of special meetings shall be provided at least thirty days prior to the date on which the meeting is to begin.

Section 3.4 Quorum and Voting

Thirty voting members shall constitute a quorum for business. Voting by proxy is not permitted.

Section 3.5 Voting Without a Meeting

Any action that may be taken by the voting members at any regular or special business meeting, except election of officers and directors, may be presented to the members by the Board of Directors and decided by a mail, email, facsimile vote, or any other appropriate communication method provided that a ballot is sent to all eligible voting members, the number of votes cast equals or exceeds the number required by Section 3.4 for a quorum and the number of approvals equals or exceeds the number of votes that would be required for approval at a meeting where the total number of votes cast was the same as the number of votes cast by the returned ballot.

3.6 Member Votes

Issues that are subject to member vote, include election of officers and directors and amendment of the Articles of Incorporation and Bylaws. The Boards of Directors has the broad authority to manage the property and affairs of the Association. Any issues not specifically identified as being subject to member approval under the Articles of Incorporation, Bylaws, or Minnesota nonprofit statute shall be reserved for decision by the Board of Directors. Accordingly, any member votes on issues other than those identified for member approval – whether taken at a duly constituted member meeting, by mail ballot, or electronically – shall be advisory and the Board of Directors shall review and take appropriate action on such issues at its next regularly-scheduled meeting following the member meeting at which the issue was raised.

ARTICLE 4.0 OFFICERS

Section 4.1 Officers

The elected officers of the association shall be the President, President-Elect, Past President, Secretary-Treasurer, Historian, and Board Members-at-Large, who shall be elected as prescribed in Article 6 of these Bylaws.

Section 4.2 Eligibility for Office

No member shall be eligible for office who has not been a Fellow or Active Member of the association for 1 year. No member shall hold more than one elected association office at any one time. No member shall be eligible for two consecutive terms in the same office except the Secretary-Treasurer, who may serve 3 years, and the Historian, who shall be appointed for a 3-year term and be eligible for reappointment to a maximum of two additional terms.

Section 4.3 Terms

The term for each officer shall begin at the close of the annual meeting at which s/he is elected. The term of office shall end when the officer's successor takes office.

Section 4.4 General Duties

The officers shall perform the duties prescribed by these Bylaws and by the parliamentary authority adopted by this association.

Section 4.5 President's Duties

The President shall preside at all meetings of the association, the Board of Directors, and the Executive Committee, and shall serve as spokesperson for the association. S/he shall be an ex-officio member of all committees except the Nominating Committee. S/he shall appoint chairs of any committees established during his/her term as President unless otherwise directed by the association or Board. Appointments made following adjournment of an association or Board meeting must be announced at the next scheduled meeting.

Section 4.6 President-Elect's Duties

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, Executive Committee or general membership, the President-Elect will preside.

The President-Elect shall also appoint chairs of committees and task forces to serve during his/her term in office as President, with the exception of committees whose chairs are set by Board policy (e.g. the Nominating Committee, the Finance Committee etc). No member shall be eligible for appointment as a chair of an association committee who has not been a Fellow or Active Member of the association for 1 year. The President-Elect shall also appoint individuals to serve as liaison representatives to other organizations. Appointments shall be made 3 to 6 months prior to the beginning of his/her term as President and announced at the Annual Business Meeting.

Section 4.7 Secretary-Treasurer's Duties

The Secretary-Treasurer shall, in the absence of the President-Elect, perform the duties of that office. S/he shall oversee and direct association correspondence and the maintenance of association records by the Executive Director. These shall include, but not be limited to, minutes of meetings, membership rolls and itemized accounts of receipts and disbursements. S/he shall oversee and direct the Executive Director in the receipt and disbursement of funds as approved by the Board of Directors and shall report the results of an annual audit to the membership. S/he shall chair the Finance Committee.

Section 4.8 Past President's Duties

The Past President shall serve on the Executive Committee of the Board of Directors and shall serve on the Nominating Committee during the year following his/her term as President.

Section 4.9 Historian's Duties

The Historian shall be responsible for such historical work as directed by the association or Board of Directors. In addition, the Historian shall serve as the Parliamentarian at Board meetings and general membership meetings, using the parliamentary authority adopted by this association in Article 8.0. The Historian shall be a nonvoting member of the Board.

Section 4.10 Executive Director

Subsection 4.10.1 Employment

The Executive Director shall be employed by the Board of Directors under contract. The Executive Committee of the Board of Directors shall act as a Personnel Committee and shall make recommendations to the Board of Directors for action on the employment or dismissal of the Executive Director. The Executive Director shall be a consultant to the Board of Directors and ex-officio a nonvoting member of all association committees and task forces.

Subsection 4.10.2 Duties

The Executive Director, in addition to such other duties as may be prescribed by the Board of Directors, shall:

- A. Be in charge of the central office of the association and act under the immediate direction of the Board and the Executive Committee.
- B. Be responsible for the day-to-day operation of the association, within guidelines established by the Bylaws, the Board and the association, and for seeing that instructions of the Board and Executive Committee are carried out.
- C. Be responsible for the employment, supervision, payment and dismissal of other staff members.
- D. Report at least annually to the Board of Directors.

Section 4.11 Bonding

The Secretary-Treasurer and the Executive Director, as well as any others so desired by the Board of Directors, shall be bonded for a sum sufficient to protect the association from loss.

Section 4.12 Removal From Office

An officer may be removed by the Board of Directors whenever, in the Board's judgment, the interests of the association would be served by the removal. Procedures for removal and for appeal will follow the same due process as listed in Article 10.0 for discipline or removal of a member.

ARTICLE 5.0 BOARD OF DIRECTORS

Section 5.1 Number and Composition

The President, President-Elect, Past President, Secretary-Treasurer, Historian and six elected members of the association shall constitute the Board of Directors. Two members-at-large shall be elected each year to serve 3 years and shall not be eligible for re-election as members-at-large until 2 years after leaving the Board.

Section 5.2 General Duties

The Board of Directors shall have responsibility for management of the affairs of the association. It may carry on all business of the association and establish policy and conduct programs for the association except where otherwise specified in these Bylaws. It shall, however, follow the mandates of the association's members as expressed in resolutions adopted at any duly-called association business meeting.

Section 5.3 Board Meetings

Subsection 5.3.1 Frequency, Notices, Quorum, Voting

The Board of Directors shall meet annually prior to the Annual Business Meeting and at least one other time during the year. The President can call a special meeting of the Board as s/he deems necessary or shall call a special meeting on written request from any two members of the Board. Written notice of any meeting of the Board shall be sent to Board members by the Executive Director at least 2 weeks prior to the meeting. Six voting members of the Board shall constitute a quorum. Proxy voting is not permitted.

Subsection 5.3.2 Electronic Communications

A conference among directors by a means of communication through which the directors may simultaneously hear each other during the conference is a Board meeting, if the same notice is given of the conference as would be required for a 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.

A director may participate in a Board meeting by any means of communication through which the director, other directors participating, and all directors physically present at the meeting may simultaneously hear each other during the meeting. Participation in a meeting by this means is personal presence at the meeting.

Section 5.4 Vacancies

In the event of a vacancy on the Board of Directors, the Nominating Committee shall be asked to nominate an individual to fill the vacancy for the balance of the unexpired term and additional nominations may be made by members of the Board. Election of the member shall be by a vote at a meeting of the Board.

Section 5.5 Journal Editor

The Editor of *Muscle & Nerve*, the association's official journal, shall be a nonvoting consultant to the AANEM Board of Directors to serve as liaison between the association and *Muscle & Nerve* for the term of any contracts between the AANEM and the publishers of the journal. The Editor may be invited to attend board meetings and shall make a written report to the Board at least annually

Section 5.6 Removal By Board

A member of the Board of Directors may be removed by the Board whenever, in the Board's judgment, the interests of the association would be served by the removal. Procedures for removal and for appeal will follow the same due process as listed in Article 10.0 for discipline or removal of a member.

Section 5.7 Removal By Members

A member of the Board of Directors may be removed by a vote of the membership at any regular or special meeting for which the notice specified the removal as an agenda item.

Section 5.8 Board Action without Meeting

The Board of Directors may take action without a meeting as and to the extent authorized by the corporation's articles.

ARTICLE 6.0 ELECTING DIRECTORS AND CERTAIN OFFICERS

Section 6.1 Nominations

At the Annual Business Meeting, the Nominating Committee shall nominate a candidate for each vacant Member-at-Large position on the Board of Directors, each office on the Board except the presidency and past-presidency, and each position on the succeeding year's Nominating Committee. Additional nominations may be made from the floor.

Section 6.2 Voting

Elections shall be by ballot when more than one candidate is nominated for a single office; otherwise, election shall be by voice vote, or by rising vote when needed to verify an inconclusive voice vote. A majority vote shall elect. If more than two candidates are nominated for an office, the person receiving the largest number of votes shall be elected.

ARTICLE 7.0 COMMITTEES

Section 7.1 Executive Committee

The Executive Committee of the Board of Directors shall be composed of the President, President-Elect, Secretary-Treasurer and (Immediate) Past President. The Executive Director shall be ex-officio a nonvoting member of the committee. The Executive Committee shall be responsible for interpretation of policy developed by the Board and association and for overseeing the proper conduct of the association's affairs between board meetings. It shall correct and approve the minutes of the previous meeting, take any necessary action for the Board between meetings and report on its interim activities to the Board at each board meeting. It cannot, however, determine new policy nor alter any actions of the Board or association. Three members of the Executive Committee shall constitute a quorum.

Section 7.2 Standing Committee and Task Forces

The association may have committees or task forces as deemed necessary to conduct the business of the association. The President can create committees and task forces to execute the directives of the Board of Directors. In the event the President wishes to create a committee or task force to conduct a task not previously approved by the Board, the President must receive Board approval to create such committees or task forces

Section 7.3 Committee or Task Force Reports

All committees shall make their recommendations to the Board of Directors at its regularly scheduled meetings or via fax, email, or other form of communication between meetings.

ARTICLE 8.0 PARLIAMENTARY AUTHORITY

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the association in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order the membership may adopt.

ARTICLE 9.0 AMENDING BYLAWS

Section 9.1 Voting Members to Amend

These Bylaws may be amended by the voting members as provided in the corporation's articles.

Section 9.2 Procedure to Propose

Specific proposals for amending the Bylaws may be made by the Board of Directors or by a petition signed by 15 voting members. All such proposals, however, must be submitted in final written, adoptable form to the Secretary-Treasurer at least 10 days: (a) before any regular or annual meeting or (b) before mailing notice of any special meeting at which they are to be considered. The Bylaws may be amended via mail, email, facsimile, or any other appropriate communication method in accordance with the conditions set forth in Section 3.5, only if a change to the Bylaws is necessary before a regularly scheduled meeting.

ARTICLE 10.0 PROFESSIONAL CONDUCT AND DISCIPLINARY ACTIONS

Section 10.1 Ethics

This association subscribes to the *AANEM Guidelines for Ethical Behavior Relating to Clinical Practice Issues in Neuromuscular & Electrodiagnostic Medicine*¹ and the American Medical Association's *Principles of Medical Ethics*² as such principles may be amended from time to time.

Section 10.2 Peer Review Standard of Conduct/Disciplinary Measures

The American Association of Neuromuscular & Electrodiagnostic Medicine shall consider disciplinary action for professional misconduct on the part of any member of the association for which similar action has been taken by a state or county Board of Medical Examiners, Board of Professional Medical Responsibility or like body, or by a federal, state, or local court of competent jurisdiction. Complaints generally will not be considered and reviewed unless the complaint has been previously investigated and a formal adverse determination has been made by another professional review body or a court of competent jurisdiction. In exceptional circumstances, the association may consider disciplinary action when allegations of serious misconduct are brought to the attention of the Board of Directors, and there is reliable information supporting these allegations.

Any member of the association may be censured, suspended or expelled from this association for acts, behavior or practices including, but not limited to, the following:

1. Conviction of any crime relating to or arising out of the practice of medicine.
2. Limitation or termination of any right associated with the practice of medicine, including the imposition of any requirement for surveillance, supervision or review by reason of violation of a governmental medical practice act, statute or regulation or medical practice rule or requirement of any medical licensing authority.
3. Unlawful financial dealings related to the practice of medicine.
4. Grossly immoral or dishonorable professional conduct.
5. The use of false or deceptive advertisements, testimonials or other materials related to the practice of medicine.
6. Falsification of information used to obtain or maintain membership in this association or other professional credentials.
7. Violation of the AANEM Bylaws.
8. Lack of cooperation with the AANEM disciplinary process, provided that proper notification has been given.

The AANEM shall handle all disciplinary action as described in the *AANEM Disciplinary Policies and Procedures* as established by the AANEM Board of Directors and so modified from time to time.

ARTICLE 11.0 INDEMNIFICATION

The Board of Directors may exercise the full extent of the powers which the Association 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 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 Association or are or were serving at its request or by its election as a member, director or officer of another corporation or organization. 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. The Board of Directors may exercise the full extent of the powers which the Association has under Minnesota law, as that law exists from time to time, to purchase and maintain insurance against the financial obligations described above on behalf of its members, directors, officers, committee members, representatives to other organizations, councilors, employees and agents.

ARTICLE 12.0 AMERICAN BOARD OF ELECTRODIAGNOSTIC MEDICINE

Section 12.1 Board Status and Function

The American Board of Electrodiagnostic Medicine is the credentialing body of the association, which is organized and operated as a committee for administrative purposes, but is self-perpetuating and autonomous for purposes of fiscal and credentialing criteria and procedures. This American Board of Electrodiagnostic Medicine is subsequently referred to as "the ABEM" in this Article.

Section 12.2 Composition

The ABEM consists of individuals certified by the ABEM. The certified physician members of the ABEM, equally representing the two major disciplines of neurology and physical medicine and rehabilitation, shall fulfill terms as specified by the ABEM and shall select a chair from among themselves.

Section 12.3 Certification Criteria

The ABEM establishes and promulgates criteria for certification and recertification at one or more levels or in one or more areas of electrodiagnostic medicine utilizing any combination of academic training, clinical experience and examination components selected on the basis of their relationship to knowledge, competence or achievement in the field of electrodiagnostic medicine.

Section 12.4 Certification Procedures

The ABEM establishes and promulgates procedures for its certification and recertification activities which assure that due process is afforded to individuals that apply for, or hold, ABEM credentials.

Section 12.5 Committees

The ABEM may establish subcommittees consisting of ABEM members or other individuals certified by the ABEM to advise and assist in ABEM activities. The ABEM may utilize the services of professional advisors if required.

Section 12.6 Administration

Administrative functions of the ABEM, including budgeting requiring AANEM support, staffing, meetings, reports and records (other than confidential records) are provided or maintained by the association and are subject to review and approval by the AANEM Board of Directors. Fiscal policies and credentialing criteria or procedures of the ABEM are not subject to review or approval by the Board of Directors of the association.

These Bylaws were duly adopted by a unanimous vote of members present at a meeting held on September 16, 2011, of which prior notice was duly given.

Peter Grant, MD, Secretary-Treasurer

American Association of Neuromuscular & Electrodiagnostic Medicine

1. AANEM Practice Topic Guidelines for Ethical Behavior Relating to Clinical Practice Issues in Neuromuscular and Electrodiagnostic Medicine. *MUSCLE NERVE* October 2010; 42: 480-486.
2. American Medical Association Code of Medical Ethics: Current Opinions With Annotations, 2010-2011.