

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

BYLAWS
Revised November 1, 2023

ARTICLE 1.0 MEMBERSHIP

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, Early Career, Residency/Fellowship, Medical Student, Emeritus, Associate, Researcher, Collaborator, and Technologist. Membership is open to all eligible individuals regardless of age, race, creed, national origin, sex, or disability. The Board of Directors shall establish the requirements for these membership categories.

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

Applicants must agree to the rules set by the Board for each membership class. Physician applicants residing in North America must have an unexpired medical license. If a licensing board governs the nonphysician applicant, applicants must have an unexpired license for their field. . 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 established by the Board of Directors.

Section 1.4 Termination

Members whose conduct conflicts with the standards set by the Board or who are determined to no longer meet established requirements shall be notified that their membership will be terminated. The member will be provided an opportunity to refute the termination 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.

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. The annual meeting shall usually have two parts: (a) a business meeting and (b) an educational and scientific program. The business meeting can be held without the educational program if the Board determines it is in the best interest of the organization to do so.

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) 10% 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 less 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 Virtual Meetings and Voting By Ballot Without a Meeting

Subsection 3.5.1 Meetings Held Solely By Remote Communication

In lieu of a live annual or special meeting, such meetings may be held virtually (i.e., a meeting where participation of members is solely by remote electronic communication), provided that the number of voting members participating is sufficient to constitute a quorum. At any virtual meeting, the Association shall implement reasonable measures to provide each member participating by means of remote electronic communication with a reasonable opportunity to participate in the meeting, including an opportunity to read or hear the proceedings substantially concurrently, have members' remarks read or heard substantially concurrently, and cast a vote on matters submitted to the members. Election of officers and director can take place during a virtual business meeting via electronic means if the Board determines it is in the best interests of the organization to do so.

Subsection 3.5.2 Voting by Ballot

Any action that may be taken by the voting members at any regular or special business meeting, 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 or task force established during his/her term as President unless otherwise directed by the association or Board.

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.).

Section 4.7 Secretary-Treasurer's Duties

The Secretary-Treasurer shall, in the absence of the President-Elect, perform the duties of that office. The Secretary - Treasurer shall review association expenditures and financial status on a regular basis to ensure overall financial integrity, ensure that the association maintains accurate financial records and that there is an annual independent audit, and shall report financial information to the membership. S/he shall develop and present financial recommendations to the Board of Directors; and ensure minutes of meetings are documented. 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 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 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 with 2 days' notice is given of the conference 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 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 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. Meetings may be conducted in person, by conference call, or other electronic means of communication. The actions of the Executive Committee of the Board of Directors shall be reaffirmed during the next meeting of the Board of Directors. The Executive Committee 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* and the American Medical Association's *Principles of Medical Ethics* 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. Providing inaccurate information or the 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 in accordance with, and to the full extent permitted by, any applicable law. The Association 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.

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 Association, 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.

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.

These Bylaws were duly adopted by a unanimous vote of members present at a meeting held on September 15, 2017, of which prior notice was duly given.

ARTICLE 12.0 AMERICAN BOARD OF ELECTRODIAGNOSTIC MEDICINE

The American Board of Electrodiagnostic Medicine (ABEM) is the credentialing body of the association which establishes the criteria for certification and maintenance of certification.

Faye Tan, MD, Secretary-Treasurer

American Association of Neuromuscular & Electrodiagnostic Medicine